

PDDDDDDDD91815

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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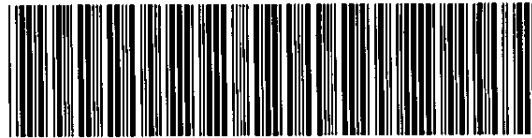
(Business Entity Name)

(Document Number)

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RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
15 APR 27 PM 1:56
NOT IN ORDER
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

FILED
15 APR 27 AM 6:24
STATE
TALLAHASSEE, FLORIDA

CRM
4-28-15

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

FILED
15 APR 27 AM 6:24
TALLAHASSEE
FLORIDA

ACCOUNT NO. : I20000000195

REFERENCE : 604439 4812402

AUTHORIZATION

Lydia Cohen

COST LIMIT : \$ 70.00

ORDER DATE : April 27, 2015

ORDER TIME : 11:21 AM

ORDER NO. : 604439-005

CUSTOMER NO: 4812402

ARTICLES OF MERGER

WMB VENTURES, INC.

INTO

NEXT GENERATION VENTURES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Lydia Cohen

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Next Generation Ventures, Inc.

(Name of Surviving Corporation)

FILED
15 APR 27 AM 6:24
STATE
TALLAHASSEE

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

(Contact Person)

Corporation Service Company

(Firm/Company)

(Address)

(City/State and Zip Code)

For further information concerning this matter, please call:

(Name of Contact Person)

At (_____) _____

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Next Generation Ventures, Inc.	Florida	P00000091815

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WMB Ventures, Inc.	Ohio	F05000001200
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 04 / 30 / 2015 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on December 31, 2014 _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 31, 2014 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Typed or Printed Name of Individual & Title

WMB Ventures, Inc.

Lynd

Wayne M. Boich, President

Next Generation Ventures, Inc.

Yak

Wayne M. Boich, President

(Non Subsidiaries)

First: The name and jurisdiction of the surviving corporation:

Florida

Ohio

WMB Shares. Each of the Common Shares, without par value, of WMB which is issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the Surviving Corporation or WMB or any other person, be surrendered and shall be canceled and extinguished and shall cease to exist at the Effective Time, without any consideration being payable or deliverable to any person therefor.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

None

OR

Restated articles are attached:

N/A

Other provisions relating to the merger are as follows:

Fifth: Bylaws of the Surviving Corporation. The By-Laws of the Surviving Corporation as in effect immediately prior to the Effective Time shall continue in effect following the Merger, subject to amendment from time to time thereafter in accordance with the terms thereof and with applicable law.

Sixth: Directors and Officers of the Surviving Corporation. The directors and the officers of the Surviving Corporation holding office immediately prior to the Effective Time shall continue in office following the Merger, until they shall have resigned or been removed or replaced in accordance with the Certificate of Incorporation, as amended, and the By-Laws of the Surviving Corporation or otherwise in accordance with applicable law.

Seventh: The location of the principal office in Florida of the Surviving Corporation following the Merger shall be: 450 ALTON ROAD PH#2, MIAMI BEACH, FL 33139.

Eighth: The Surviving Corporation hereby consents to be sued and served with process in the State of Ohio following the Merger and hereby appoints the Secretary of State of Ohio as its agent to accept service of process in any proceeding in Ohio to enforce against the Surviving Corporation any obligation of WMB or to enforce the rights of any dissenting shareholder of WMB.

Ninth: Effect of Merger. The effect of the Merger shall be as provided in this Agreement and otherwise as provided under the applicable provisions of the laws of the State of Florida and the State of Ohio.

Tenth: Termination; Amendment. At any time prior to the filing with either the Secretary of State of Florida of articles of merger in evidence of the Merger or with the Secretary of State of Ohio of a certificate of merger in evidence of the Merger, the Merger may be abandoned and this Agreement terminated by action of the Board of Directors of either WMB or Surviving Corporation (the Constituent Corporations"), notwithstanding the approval of this Agreement by the respective Boards of Directors of Shareholders thereof. This Agreement may, to the extent permitted by the Florida BCA and the Ohio Revised Code, be amended prior to such filing by mutual agreement of the respective Boards of Directors of the Constituent Corporations.