

PO3000094038

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*merger*  
12-31-14

11/19/14--01002--010 \*\*78.75

FILED  
2014 NOV 18 AM 10:35  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

*BJR*  
11/20/14

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Whertec Technologies, Inc.  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Cynthia Z. Jorgensen

Contact Person

Quarles & Brady LLP

Firm/Company

411 E. Wisconsin Avenue, Suite 2350

Address

Milwaukee, WI 53202

City/State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Cynthia Z. Jorgensen

Name of Contact Person

At ( 414 )

277-5191

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 24, 2014

Cynthia Z. Jorgensen  
Quarles & Brady LLP  
411 E. Wisconsin Ave., Suite 2350  
Milwaukee, WI 53202

SUBJECT: WHERTEC TECHNOLOGIES, INC.  
Ref. Number: P03000094038

We have received your document for WHERTEC TECHNOLOGIES, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$78.75.

Please fill in the fifth and sixth paragraph on page one of the articles of merger. John Kirkwood needs to sign the articles of merger in the space provided on page 2.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey  
Regulatory Specialist II

Letter Number: 014A00022809

10-31-14

**ARTICLES OF MERGER**  
(Profit Corporations)

FILED

2014 NOV 18 AM 10:35  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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)
Whertec Technologies, Inc.	Florida	P03000094038

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Whertec Enterprises, Inc.	Florida	P03000094048

**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** 12 / 31 / 2014 (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.)  
at 11:58 p.m. EST

**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 10/27/2014.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 10/27/2014 and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

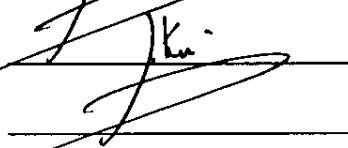
Typed or Printed Name of Individual & Title

Whertech Enterprises, Inc.



John D. Kirkwood, Chairman

Whertech Technologies, Inc.



John D. Kirkwood, Chairman

**PLAN OF MERGER  
OF  
WHERTEC ENTERPRISES, INC.  
WITH AND INTO  
WHERTEC TECHNOLOGIES, INC.**

THIS PLAN OF MERGER provides for the merger of Whertec Enterprises, Inc., a Florida corporation ("Parent"), with and into its wholly-owned subsidiary, Whertec Technologies, Inc., a Florida corporation ("Subsidiary") pursuant to Section 607.1104 of the Florida Business Corporation Act. Parent and Subsidiary are hereinafter sometimes referred to collectively as the "Constituent Corporations".

**RECITALS:**

WHEREAS, the Board of Directors of Parent deems it advisable and generally to the advantage and welfare of the Parent and its shareholder that Parent be merged with and into its wholly-owned Subsidiary on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the laws of the State of Florida;

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants, conditions and agreements set forth herein, and for other good and valuable consideration, Parent shall be merged with and into Subsidiary (the "Merger"), and the terms and conditions of the Merger, the mode of carrying the same into effect and such other matters as are required or permitted to be set forth in the case of a merger pursuant to the laws of the State of Florida are as follows:

**ARTICLE I**

**Merger**

At the Effective Time of the Merger (as hereinafter defined), Parent and Subsidiary shall be merged into a single corporation in accordance with the applicable provisions of the laws of the State of Florida by Parent merging with and into Subsidiary, which shall be the surviving corporation (the "Surviving Corporation") in the merger.

**ARTICLE II**

**Effective Time**

The Effective Time of the Merger is hereby designated as 11:58 p.m. EST on December 31, 2014.

### **ARTICLE III**

#### **Conversion and Exchange of Shares**

The manner of converting the shares of the Constituent Corporations shall be as follows:

- (a) At the Effective Time of the Merger, each share of Common Stock of Parent then issued and outstanding shall be converted into one (1) share of Common Stock of the Surviving Corporation.
- (b) At the Effective Time of the Merger, each share of Common Stock of Subsidiary shall be canceled and no shares of stock of the Surviving Corporation shall be issued in exchange therefor.

### **ARTICLE IV**

#### **Articles of Incorporation and Bylaws**

4.1 The Articles of Incorporation of Subsidiary, as in effect immediately prior to the Effective Time of the Merger, shall remain the Articles of Incorporation of the Surviving Corporation until amended in accordance with law.

4.2 The Bylaws of Subsidiary, as in effect immediately prior to the Effective Time of the Merger, shall remain the Bylaws of the Surviving Corporation until amended in accordance with law.

### **ARTICLE V**

#### **Effect of Merger**

The effect of the Merger shall be as provided in Section 607.1106 of the Florida Business Corporation Act.

### **ARTICLE VI**

#### **Miscellaneous**

If applicable, shareholders of the subsidiary corporation, who, except for the applicability of Section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of Chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

\* \* \* \* \*