

PO30000094048

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

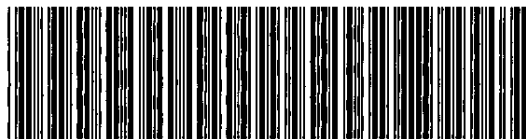
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE

12-31-14

Morgan

11/19/14--01002--009 **33.75

11/24/14--01001--002 **21.25

FILED
2014 NOV 18 AM 9:59
TALLAHASSEE, FLORIDA

DR

11/20/14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Whertec Enterprises, Inc.
Name of Surviving Party

Please return all correspondence concerning this matter to:

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 and Daytime Telephone Number

☒ Certified Copy (optional)

STREET ADDRESS:

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

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 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 ENTERPRISES, INC.
Ref. Number: P03000094048

We have received your document for WHERTEC ENTERPRISES, 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 \$85.00.

John Kirkwood needs to sign the merger form in the space provided on page 3.

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: 114A00022810

~~EFFECTIVE DATE~~
12-31-14
Articles of Merger
For
Florida Limited Liability Company

FILED
2014 NOV 18 AM 9:59
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Boiler Inspection Services, LLC	Florida	Limited liability company
Whertec Mechanical, LLC	Florida	Limited liability company
Whertec Enterprises, Inc.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Whertec Enterprises, Inc.	Florida	Corporation

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

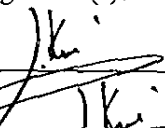
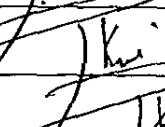
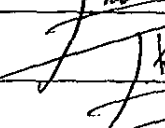
- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:
- _____
- _____
- _____

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

11:57 p.m. EST on December 31, 2014

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Boiler Inspection Services, LLC		John D. Kirkwood
Whertec Mechanical, LLC		John D. Kirkwood
Whertec Enterprises, Inc.		John D. Kirkwood

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

Fees:	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	Certified Copy (optional):	\$30.00

**PLAN OF MERGER
OF
BOILER INSPECTION SERVICES, LLC AND
WHERTEC MECHANICAL, LLC
WITH AND INTO
WHERTEC ENTERPRISES, INC.**

**ARTICLE I
PARTIES**

The name, type of entity and jurisdiction of formation of each business entity that is a party to the merger is as follows:

<u>Name</u>	<u>Type of Entity</u>	<u>Jurisdiction of Formation</u>
Boiler Inspection Services, LLC	Limited liability company	Florida
Whertec Mechanical, LLC	Limited liability company	Florida
Whertec Enterprises, Inc.	Corporation	Florida

**ARTICLE II
SURVIVING ENTITY**

The name of the surviving entity is Whertec Enterprises, Inc.

**ARTICLE III
MERGER; EFFECTIVE TIME**

At the Effective Time of the Merger (as hereinafter defined), Boiler Inspection Services, LLC ("BIS") and Whertec Mechanical, LLC ("WM") shall be merged with and into Whertec Enterprises, Inc. (the "Surviving Entity") in accordance with the applicable provisions of the laws of the State of Florida. The Effective Time of the Merger shall be at 11:57 p.m. EST on December 31, 2014.

**ARTICLE IV
CONVERSION AND EXCHANGE OF INTERESTS AND STOCK**

4.1 BIS Membership Interests. At the Effective Time of the Merger, the sole issued and outstanding membership interest of BIS shall be cancelled and no shares of stock of the Surviving Entity or other consideration shall be issued in exchange therefor.

4.2 WM Membership Interests. At the Effective Time of the Merger, the sole issued and outstanding membership interest of WM shall be cancelled and no shares of stock of the Surviving Entity or other consideration shall be issued in exchange therefor.

4.3 Surviving Entity Stock. At the Effective Time of the Merger, each share of common stock of the Surviving Entity shall continue to be one such share of the Surviving Entity.

ARTICLE V ARTICLES OF INCORPORATION AND BYLAWS

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

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

ARTICLE VI EFFECT OF MERGER

The effect of the merger shall be as provided in Section 608.4383 of the Florida Limited Liability Company Act and Section 607.11101 of the Florida Business Corporation Act.

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