

PO6000123873

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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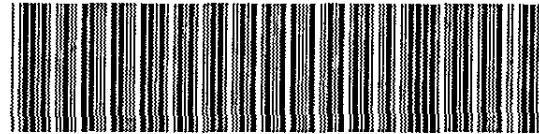
(Business Entity Name)

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06 NOV 14 PM 1:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Merger

NOV 15 2006

JOHN RATTERREE, II
ATTORNEY AT LAW

PERIMETER RIDGE • 750 HAMMOND DRIVE • BUILDING 7 • SUITE 300 • ATLANTA, GEORGIA 30328

(404) 256-1185

FACSIMILE (404) 256-1186

November 7, 2006

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

Re: KDW Travel, Inc; Ken Ward Travel, Inc.; Merger

Dear Sirs,

Please find enclosed the materials you sent back to me (#806A00063935), corrected per your request to show the surviving corporation as "KDW" (in accordance with your records) and the merging company as only the sub. The merger will be effective upon filing with you, October 25, 2006

Enclosed is a check (# 435) for the additional \$35.00 filing fee.

As you see, the intention has been to change the name of the corporation upon merger to "Ken Ward Travel, Inc." inasmuch as that name was not available upon creation of the Florida parent (since the Georgia subsidiary was/is registered as a foreign corporation on Florida). Please let me know if an additional "change of name" step (and local publication, since you emailed me that was not required by us in Florida, as it is in Georgia) is needed, post-merger. Now that the company is to be domestic in Florida (the point of the exercise), we have to register as foreign in Georgia, and the Georgia Secretary of State's office has just told me they desire to do so in the name "KDW Travel, Inc." inasmuch as that is the name on the Certificate of Status which I got from your office yesterday. It may be that Mr. Ward will decide to "stand pat" with "KDW" if the name change involves significant additional expense: a second procedure there and/or re-registration as a re-named foreign corporation here

If you have any questions, please contact me at the address and telephone numbers above.
Thank you for your help.

Very truly yours,


John Ratterree

enclosures

cc: Mr. Kendall D. Ward

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: KEN WARD TRAVEL, 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:

John Ratterree
(Contact Person)

John Ratterree, II, Attorney at Law
(Firm/Company)
Suite 300, Building 7
750 Hammond Drive

(Address)

Atlanta, Georgia 30328
(City/State and Zip Code)

For further information concerning this matter, please call:

John Ratterree
(Name of Contact Person)

At (404) 256-1185
(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 27, 2006

JOHN RATTERREE
SUITE 300 - BUILDING 7
750 HAMMOND DRIVE
ATLANTA, GA 30328

SUBJECT: KDW TRAVEL INC.
Ref. Number: P06000123873

We have received your document for KDW TRAVEL INC. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

The surviving corporation name should be listed as we currently have it on our records.

There is a balance due of \$35.00.

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) 245-6964.

Irene Albritton
Document Specialist

Letter Number: 806A00063935

ARTICLES OF MERGER
OF
KEN WARD TRAVEL, INC.
AND
KDW TRAVEL INC.

FILED
06 NOV 14 PM 1:09
SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLE I

The names of the corporations are: KEN WARD TRAVEL, INC., a Georgia corporation ("KEN WARD"), and KDW TRAVEL INC., a Florida Corporation ("KDW")

ARTICLE II

KEN WARD is the wholly-owned subsidiary of KDW, and the Boards of Directors of each corporation have adopted a plan of merger in accordance with the laws of the respective states. The approval of the shareholders of either corporation is not required.

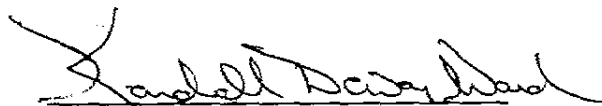
ARTICLE III

The merger shall be accomplished by retiring the stock of KEN WARD (already wholly-owned by KDW) and absorbing KEN WARD into KDW. The surviving corporation shall be a Florida domestic corporation whose principal business address and registered office for service in Florida shall be 2701 N. Ocean Blvd., Unit #14-D, Ft. Lauderdale, Broward County, Florida 33308 and whose registered agent there shall be Kendall Dewey Ward.

ARTICLE IV

Contemporaneously with the filing of these Articles, Notices of Merger and of the change of KDW's name to KEN WARD TRAVEL, INC. shall be sent, in accordance with OCGA §14-2-1105.1 and Florida Statutes 607.1105, for publication in the relevant legal newspapers.

IN WITNESS WHEREOF, I have hereunto executed these Articles of Incorporation, this 9 day of October, 2006.


Kendall Dewey Ward, President of
KEN WARD TRAVEL, INC. and
President of KDW TRAVEL, INC.

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)
KDW Travel Inc.	Florida	P06000123873

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Ken Ward Travel, Inc.	Georgia	F01000063388
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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. (effective upon filing with second Sec of State, which is Florida: Oct 25, 2006)

OR ____/____/____ (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
10/9/06 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
10/9/06 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

KDW Travel Inc.

(see attached)

Kendall Dewey Ward, President &
Director

Ken Ward Travel, Inc. (see attached)

~~Kendall Dewey Ward, President &
Director~~

This image shows a single sheet of white paper with horizontal blue or grey ruling lines. The lines are evenly spaced and run across the width of the page. There are approximately 20 lines visible. The paper appears to be from a notebook or a set of legal pads. The edges of the paper are slightly irregular, suggesting it might be a scan of a physical document. There is no handwriting or other markings on the page.

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
KDW Travel Inc.	Florida

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
Ken Ward Travel, Inc	Georgia

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

* Ken Ward Travel, Inc. is the wholly-owned subsidiary of KDW Travel Inc. The shares of the subsidiary shall be retired, the the two corporations shall merge into one: the surviving Florida corporation (thus allowing the enterprise th change state of domicile in an "F" reorganization). The Florida corporation was so named because the Georgia corporation has been registered as a foreign corporation in Florida andthe name "Ken Ward Travel" was thus not available when KDW was formed. Upon merger, the surviving corporation is changing its name to KEN WARD TRAVEL, INC. (since this is now available)

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

The parent, which wholly owns the subsidiary and is inturn wholly-owned by Kendall D. Ward (who contributed his Georgia stock upon organization in return for his Florida stock), will be the surviving entity

If applicable, shareholders of the subsidiary corporations, 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.

Other provisions relating to the merger are as follows: