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TSCHROEDER

# CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 12/30/2019

Acc#I20160000072

*en: c DW*

Name:	US SHADE AND SHUTTER CORPORATION.
Document #:	
Order #:	12515832

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
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Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
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Amount: \$ 78.75

Thank you!

## COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: WHOLE SPACE INDUSTRIES LTD.  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Shaun Fleming  
Contact Person

Buchanan Ingersoll & Rooney PC  
Firm/Company

501 Grant Street, Suite 200  
Address

Pittsburgh, PA 15219  
City/State and Zip Code

mhmessages@aol.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Shaun Fleming At ( 412 ) 562-1588  
Name of Contact Person 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)
Whole Space Industries Ltd.	Delaware	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
US Shade and Shutter Corporation	Florida	P10000005774

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**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 / 2019 (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 12/23/2019.

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 12/23/2019.

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)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

US Shade and Shutter Corporation

**Michael Hollander, President**

Whole Space Industries Ltd.

Michael Hollander, Vice President

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**AGREEMENT AND PLAN OF MERGER  
OF  
US SHADE AND SHUTTER CORPORATION  
(a Florida corporation)  
INTO  
WHOLE SPACE INDUSTRIES LTD.  
(a Delaware corporation)**

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TALLAHASSEE, FLORIDA  
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This **AGREEMENT AND PLAN OF MERGER** (the "Agreement") are entered into as of December 23, 2019 by and between **US SHADE AND SHUTTER CORPORATION**, a corporation of the State of Florida ("US Shade and Shutter") and **WHOLE SPACE INDUSTRIES LTD.**, a corporation of the State of Delaware ("Whole Space").

**WHEREAS**, the board of directors and sole shareholder of each of US Shade and Shutter Corporation and Whole Space Industries Ltd. deem it advisable and to the advantage, welfare, and best interests of said entities and their respective shareholders to merge US Shade and Shutter with and into Whole Space pursuant to Section 607.1104 of the Florida Business Corporation Act (the "FBCA") and Section 252 of the Delaware General Corporation Law (the "DGCL") upon the terms and conditions hereinafter set forth;

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly approved by a resolution adopted by the board of directors and sole shareholder of each of US Shade and Shutter and Whole Space on December 23, 2019, the Agreement and the terms and conditions thereof and the mode of carrying the same into effect, are hereby determined and agreed upon as hereinafter set forth.

1. US Shade and Shutter shall, pursuant to the provisions of the FBCA and DGCL, be merged with and into Whole Space, which shall be the surviving entity from and after the Effective Time (defined herein) of the merger (the "Merger"), and which is sometimes hereinafter referred to as the "Surviving Company," and which shall continue to exist as said Surviving Company under the same name pursuant to the provisions of the DGCL. The Surviving Company will maintain its Delaware registered office address at the following address: 251 Little Falls Drive, Wilmington, DE 19808 (New Castle County) at the Effective Time of the Merger.

2. The separate existence of US Shade and Shutter, which is hereinafter sometimes referred to as the "Terminating Company," shall cease at the Effective Time in accordance with the provisions of the FBCA and the DGCL.

3. At the Effective Time of the Merger: (a) each issued share of stock of the Terminating Company shall be surrendered and cancelled; and (b) the issued and outstanding shares of stock of the Surviving Company shall not be converted or exchanged in any manner, and each such share which is issued and outstanding as of the Effective Time of the Merger shall continue to represent the same issued and outstanding share of stock of the Surviving Company after the Merger and all rights and preferences related thereto shall be identical to those prior to the Merger.

4. The Certificate of Incorporation of the Surviving Company, as now in force and effect, shall continue to be the Certificate of Incorporation of said Surviving Company, until further amended and changed in the manner prescribed by the provisions of the DGCL. The bylaws of the Surviving Company, as now in force and effect, shall continue to be the bylaws of said Surviving Company, until further amended and changed in the manner prescribed by the provisions of the DGCL.

5. Notwithstanding the full approval and adoption of this Agreement, this Agreement may be terminated at any time prior to the filing of articles of merger with the Secretary of State of the State of Florida pursuant to Section 6067.1101(9) of the FBCA.

6. This Agreement may be amended by the mutual agreement of the Surviving Company and the Terminating Company except as indicated below:

Pursuant to Section 607.1103(8) of the FLBCA, any amendment to this Agreement that is made subsequent to the approval of this Agreement by the sole shareholder of US Shade and Shutter may not:

- (a) change the amount or kind of shares, securities, cash, property, or rights to be received in exchange for or on conversion of any or all of the shares of any class or series of US Shade and Shutter;
- (b) change any other terms and conditions of the Agreement if such change would materially and adversely affect US Shade and Shutter or its sole shareholder; or
- (c) except as specified in Section 607.1002 of the FLBCA or without the vote of the sole shareholder, change any term of the articles of incorporation of US Shade and Shutter.

If an amendment to this Agreement is made in accordance with the terms and provisions set forth herein prior to the Effective Date of the Merger, and Articles of Merger have been filed with the Florida Department of State and/or the Delaware Department of State, amended Articles of Merger executed by US Shade and Shutter and Whole Space shall be filed with the Florida Department of State and/or the Delaware Department of State prior to the Effective Date of the Merger.

7. The "Effective Time" of the Merger shall be at 11:59 p.m. on December 31, 2019.

9. In the event that this Agreement shall have been duly adopted and approved on behalf of the Terminating Company and of the Surviving Company in accordance with the provisions of the FBCA and the DGCL, respectively, the said entities agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and within the State of Delaware to effectuate the merger herein provided for.

10. The respective board of directors and proper officers of the Terminating Company and the Surviving Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

11. This Agreement may be executed in any number of counterparts, including by facsimile or electronic signature, each of which, when so executed, shall be deemed an original, but all such counterparts shall constitute one and the same instrument.

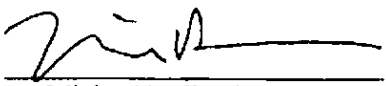
[SIGNATURE PAGE FOLLOWS]

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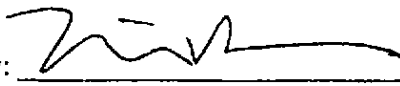


IN WITNESS WHEREOF, this Agreement is hereby duly executed on behalf of each of the parties hereto.

**US SHADE AND SHUTTER  
CORPORATION**

By:   
Name: Michael Hollander  
Title: vice president  
Date: December 23 2019

**WHOLE SPACE INDUSTRIES LTD.**

By:   
Name: Michael Hollander  
Title: vice president  
Date: December 23 2019

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TALLAHASSEE, FLORIDA

