

P100000095450

(Requestor's Name)

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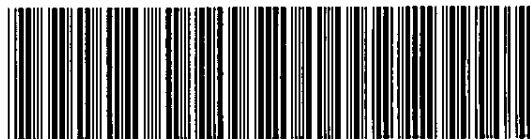
(Business Entity Name)

(Document Number)

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2018 FEB - 8 PM 4:00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FEB 09 2018
C McNAIR

Incorporating Services, Ltd.

1540 Glenway Drive
Tallahassee, FL 32301
850.656.7956
Fax: 850.656.7953
www.Incserv.com
e-mail: info@incserv.com

incserv

ORDER FORM

TO: Florida Department of State
Division of Corporations, Clifton
Building
2661 Executive Center Circle
Tallahassee, FL 32301
corphelp@dos.myflorida.com
850-245-6051

FROM: Melissa Stops
mstops@incserv.com
850.656.7953

2018 FEB -8 PM 4:00

REQUEST DATE: 2/8/2018

PRIORITY: Routine

OUR REF. # (Order ID#): 628881

ORDER ENTITY:

FEDERAL NATIONAL HOLDINGS, INC.

PLEASE PERFORM THE FOLLOWING SERVICES:

FEDERAL NATIONAL HOLDINGS, INC. (FL)

File the attached merger document

Please provide a certified copy as evidence.

NOTES:

\$78.75 Authorized

RETURN/FORWARDING INSTRUCTIONS:

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

2018 FEB - 8 PM 4:01

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 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>
Federal National Holdings, Inc.	Florida	Corporation - P1000000 95450

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>
White Oak Business Capital Holdings, LLC	Delaware	Limited Liability Company

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the 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:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

c/o National Registered Agents, Inc.

160 Greentree Drive, Suite 101

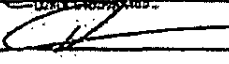
Dover, DE 19904

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s) of:	Typed or Printed Name of Individual:
White Oak Business Capital Holdings, LLC	Thomas K. Otto	Thomas K. Otto
Federal National Holdings, Inc.		Kevin Rogers

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 a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

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>
Federal National Holdings, 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>
White Oak Business Capital Holdings, LLC	Delaware	Limited Liability Company

THIRD: The terms and conditions of the merger are as follows:

See Exhibit A attached hereto.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Exhibit A attached hereto.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See Exhibit A attached hereto.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Managers: Andre Hakkak, Barbara McKee, Thomas K. Otto Thomas Finnigan

c/o White Oak Global Advisors, LLC

3 Embarcadero Center, Suite 550

San Francisco, CA 94111

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)

AGREEMENT AND PLAN OF MERGER

MERGING

FEDERAL NATIONAL HOLDINGS, INC.
(a Florida corporation)

WITH AND INTO

WHITE OAK BUSINESS CAPITAL HOLDINGS, LLC
(a Delaware limited liability company)

WHEREAS, each of (1) the Board of Directors of Federal National Holdings, Inc., a Florida corporation ("FNH"), and (2) the sole member and each Manager of White Oak Business Capital Holdings, LLC, a Delaware limited liability company (the "LLC"), have determined that it is advisable for FNH to merge with and into the LLC upon the terms and conditions provided herein.

NOW THEREFORE, FNH and the LLC hereby agree to merge into a single limited liability company as follows:

1. Constituent Corporation; Surviving Corporation. Pursuant to this Agreement and Plan of Merger, FNH shall be merged with and into the LLC, with the LLC being the "Surviving LLC" (the "Merger"). The Surviving LLC's name shall be White Oak Business Capital Holdings, LLC.
2. Terms and Conditions of Merger. The LLC will cause a Certificate of Merger and any other required documents to be executed and filed with the Delaware Secretary of State. FNH will cause Articles of Merger to be filed with the Florida Secretary of State. The Merger shall be effective upon the filing of the Articles of Merger and the Certificate of Merger on February 8, 2018 (the "Effective Time").
 - a. Continuation of the LLC. The name, identity, purpose, existence, rights, privileges, powers, franchises, properties and assets of the LLC shall continue unimpaired by the Merger.
 - b. Termination of Existence of FNH. At the Effective Time, the separate existence of FNH shall cease, and all rights, privileges, powers, franchises, properties, assets, duties, obligations and liabilities of FNH shall be vested in the LLC, without any further act or deed, and shall be effectively the property of the LLC as they were of FNH.
3. Organization of Surviving LLC. The certificate of formation of the LLC shall be the certificate of formation of the Surviving LLC, and the limited liability company agreement of the LLC shall be the limited liability company agreement of the Surviving LLC (the "LLC Agreement"), at and after the Effective Time.
4. Cancellation of the Capital Stock of FNH. At the Effective Time, each issued and outstanding share of capital stock of FNH shall, by virtue of the Merger and without any action on the part of the holders thereof, cease to be outstanding and shall be cancelled without consideration. After the Effective Time, outstanding certificates of FNH shall be surrendered to the sole member of the LLC.
5. Amendment or Abandonment. This Agreement and Plan of Merger may be amended or abandoned prior to the filing of the Articles of Merger and the Certificate of Merger only by a written agreement signed by the LLC and FNH.

Dated: February 8, 2018

FEDERAL NATIONAL HOLDINGS, INC., a Florida
corporation

By: T. Ote
Name: Thomas K. Ote
Title: Chairman

WHITE OAK BUSINESS CAPITAL HOLDINGS,
LLC, a Delaware limited liability company

By: T. Ote
Name: Thomas K. Ote
Title: Manager

[Agreement and Plan of Merger]