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MERGER OR SHARE EXCHANGE

Wilten Investment Management Corp.

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**ARTICLES OF MERGER OF FOREIGN CORPORATION INTO
WILEN INVESTMENT MANAGEMENT CORP.**

Pursuant to the provisions of Section 607.1105, Florida Statutes, the undersigned corporations, WILEN INVESTMENT MANAGEMENT CORP., a Florida corporation, and WILEN MANAGEMENT CO., a Maryland corporation, adopt the following Articles of Merger for the purpose of merging WILEN MANAGEMENT CO. into WILEN INVESTMENT MANAGEMENT CORP.

1. The Agreement and Plan of Merger setting forth the terms and conditions of the merger of WILEN MANAGEMENT CO., into WILEN INVESTMENT MANAGEMENT CORP. is attached to these Articles as Exhibit "A" and incorporated herein by reference.

Adoption and Approval of Plan

2. The President and sole shareholder of WILEN MANAGEMENT CO., with its principal office located in Lutherville, Baltimore County, Maryland, voted in favor of the Plan of Merger at a special meeting of the shareholder and director of WILEN MANAGEMENT CO. held on June 3, 2011, in accordance with Maryland law.

3. The President and sole shareholder of WILEN INVESTMENT MANAGEMENT CORP. voted in favor of the Plan of Merger at a special meeting of the shareholder and director of WILEN INVESTMENT MANAGEMENT CORP. held on June 3, 2011, in accordance with Florida law.

Effective Date

4. The Plan of Merger shall be effective on June 6, 2011, or upon the filing of these Articles of Merger with the Secretary of State of Maryland and these Articles of Merger with the Secretary of State of Florida, together with evidence of their adoption as required by law, whichever occurs earlier.

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Foreign Law

5. The laws of the State of Maryland, the jurisdiction of organization of WILEN MANAGEMENT CO. permit the merger contemplated by the Agreement and Plan of Merger, and the laws of the State of Maryland have been complied with or, on fulfillment of all filing and recording requirements set forth by the applicable laws of the State of Maryland, will have been complied with.

Surviving Entity

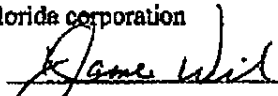
6. The surviving entity will be WILEN INVESTMENT MANAGEMENT CORP., 8951 Bonita Beach Road, Suite 525-389, Bonita Springs, Florida 34135, Florida Document Number P11000052310, incorporated on June 2, 2011.

Merging Entity

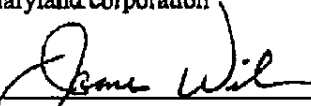
7. The registered agent in the State of Maryland shall be Lynn Parry, Greenspring Station - Suite 226, 2360 West Joppa Road, Lutherville, Maryland 21093.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed this June 6, 2011.

WILEN INVESTMENT MANAGEMENT CORP.
a Florida corporation

By: 
JAMES WILEN,
As Director and Sole Shareholder

WILEN MANAGEMENT CO.
a Maryland corporation

By: 
JAMES WILEN,
As Director and Sole Shareholder

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**AGREEMENT AND PLAN OF MERGER BETWEEN
WILEN MANAGEMENT CO., A MARYLAND CORPORATION
AND
WILEN INVESTMENT MANAGEMENT CORP., A FLORIDA CORPORATION**

This Agreement and Plan of Merger ("Agreement") is made pursuant to the relevant provisions of the Florida Business Corporation Act as of the 6th day of June, 2011, between WILEN INVESTMENT MANAGEMENT CORP., a Florida corporation (hereafter referred to as the "Surviving Company"), and WILEN MANAGEMENT CO., a Maryland corporation (hereafter referred to as the "Merging Company").

RECITALS

WHEREAS, the Directors and Shareholders of the Surviving Company and the Merging Company have waived notice of special meetings of their respective companies as permitted by Florida and Maryland law in order to review this Plan of Merger and consider whether it is in the best interest of the respective companies.

WHEREAS, the sole Director and Shareholder of the Surviving Company deems it desirable and in the best interest of the Surviving Company to enter into and approve this Agreement;

WHEREAS, the sole Director and Shareholder of the Surviving Company has approved this Agreement and Plan of Merger as of the Effective Date, as evidenced by the signatures to this Agreement and to the unanimous written consents filed in the minutes of the Surviving Company;

WHEREAS, the sole Director and Shareholder of the Merging Company deems it desirable and in the best interest of the Merging Company to enter into and approve this Agreement; and

WHEREAS, the sole Director and Shareholder of the Merging Company has approved this Agreement and Plan of Merger as of the Effective Date, as evidenced by the signatures to this Agreement and the unanimous written consent filed in the minutes of the Merging Company.

NOW, THEREFORE, in consideration of the foregoing premises and in consideration of the mutual covenants and promises of the parties hereto, the Surviving Company and the Merging Company agree as follows:

1. Merger of the Companies.

In accordance with and pursuant to the Florida Business Corporation Act, and the Maryland General Statutes, the Merging Company shall be merged into the Surviving Company. The parties agree to prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of the Merging Company into shares of the Surviving Company as hereinafter set forth.

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2. Shares to be Merged.

2.1 The total number of shares which the Merging Company is authorized to issue is One Thousand (1,000) shares. One Hundred Percent (100%) of the authorized shares are issued and outstanding. Said shares are without par value.

2.2 The total number of shares which the Surviving Company is authorized to issue is One Thousand (1,000) shares. One Hundred Percent (100%) of the authorized shares are issued and outstanding. Said shares are without par value.

2.3 The identity of shareholders and their relative percentage ownership of the Surviving Company and the Merging Company prior to the merger are as follows.

SURVIVING COMPANY

<u>Shareholder</u>	<u>Number of Shares</u>	<u>Percentage</u>
James Wilen	1,000	100%

MERGING COMPANY

<u>Shareholder</u>	<u>Number of Shares</u>	<u>Percentage</u>
James Wilen	1,000	100%

3. Method of Converting Shares.

3.1 The manner and basis of converting the outstanding interests of each company into interests of the Surviving Company are as follows:

(a) A one hundred percent (100%) interest in the Merging Company as it exists immediately prior to the merger will become a fifty percent (50%) interest in the Surviving Company on the effective date of the merger.

(b) A one hundred percent (100%) interest in the Surviving Company as it exists immediately prior to the merger will become a fifty percent (50%) interest in the Surviving Company on the effective date of the merger.

4. Surviving Entity.

When this agreement shall become effective, the separate corporate existence of the Merging Company shall cease, and the Surviving Company shall succeed, without other transfer, to all the rights and property of the Merging Company, and shall be subject to all the debts and liabilities of the Merging Company in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens on the property of each constituent Company shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

5. **Merger Permitted Under the Laws of Florida and Maryland.**

This merger is permitted under the relevant provisions of the Florida Business Corporation Act and the Maryland General Statutes.

6. **Name of Surviving Company.**

The Surviving Company shall be " WILEN INVESTMENT MANAGEMENT CORP."

7. **Effective Date of Merger.**

The effective date of the merger shall be June 6, 2011, or upon the filing of the Articles of Merger with the Secretary of State of Maryland and the Articles of Merger with the Secretary of State of Florida, together with evidence of their adoption as required by law, whichever occurs earlier ("Effective Date").

8. **Principal Office.**

The principal office of the Surviving Company shall be 8951 Bonita Beach Road, Suite 525-389, Bonita Springs, Florida 34135 following this merger.

9. **Name and Address of the Director.**

Management of the Surviving Company shall be vested in the Board of Directors. The name and address of the sole Director following the merger is:

<u>Director</u>	<u>Address</u>
James Wilen	8951 Bonita Beach Road, Suite 525-389 Bonita Springs, Florida 34135

10. **Distributions Prior to Merger.**

Until this Agreement of Merger becomes effective or is abandoned, neither company may make distributions to its shareholders.

11. **Extraordinary Transactions.**

Neither company shall, prior to the Effective Date, engage in any activity nor transaction other than in the ordinary course of business, except as contemplated by this Agreement.

12. **Submission to Shareholders: Effective Date.**

This Agreement has been submitted to the shareholders of the companies in the manner provided under applicable Florida and Maryland law. The signatures of the undersigned shareholder of each company representing a one hundred percent (100%) interest of the respective companies are in favor of the adoption of this Agreement, and this Agreement shall be come effective on the date set forth above.

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13. Abandonment of Merger.

At any time prior to the approval of this Plan of Merger by the Surviving Company and/or the Merging Company, and at any time prior to the filing of the Articles of Merger with the Florida Department of State, the planned merger may be abandoned, subject to any contractual rights, by either the Surviving Company or the Merging Company upon an affirmative vote of a majority of either of the company's directors without further action by either company's shareholders.

14. Articles of Incorporation.

The Articles of Incorporation following the merger shall be the Articles of Incorporation of the Surviving Company as filed in Florida, and no changes are necessitated by the contemplated merger.

15. Bylaws.

The Bylaws following the merger shall be the Bylaws for the Surviving Company and no changes are necessitated by the contemplated merger.

IN WITNESS WHEREOF, the undersigned, constituting the sole Director and sole Shareholder of the Surviving Company and the sole Director and sole Shareholder of the Merging Company, have executed this Agreement on the day and year first above written.

SURVIVING COMPANY:

WILEN INVESTMENT MANAGEMENT CORP.
a Florida corporation

By: 

JAMES WILEN,

As sole Director and sole Shareholder

MERGING COMPANY:

WILEN MANAGEMENT CO.
a Maryland corporation

By: 

JAMES WILEN

As sole Director and sole Shareholder