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11 JUL 27 AM 8:58  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

7-28-11

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** POPS WISE, 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:

ANNE UNDERWOOD

Contact Person

UNDERWOOD & ROBERTS, PLLC

Firm/Company

3110 EDWARDS MILL ROAD, SUITE 100

Address

RALEIGH, NC 27612

City/State and Zip Code

aunderwood@rlulaw.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

ANNE UNDERWOOD

Name of Contact Person

At ( 919 )

664-8803

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)

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The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
POPS WISE, INC.	FLORIDA	P11000064292

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
POPS WISE, INC.	CONNECTICUT	0913076

**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** \_\_\_\_ / \_\_\_\_ / \_\_\_\_ (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 07/19/2011.

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 07/19/2011.

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)

Name of Corporation

Typed or Printed Name of Individual & Title

POPS WISE, INC.(CT)

QUIDAD WISE, PRESIDENT

POPS WISE, INC. (FL)

QUIDAD WISE, PRESIDENT

**PLAN OF MERGER OF**  
**POPS WISE, INC.**  
**A Connecticut Corporation**

**INTO**

**POPS WISE, INC.**  
**A Florida Corporation**

The undersigned corporations hereby execute the following plan of merger and set forth:

**ONE**

A. Entities participating in Merger.

**POPS WISE, INC.**, a Connecticut corporation (the "Merging Entity") will merge into **POPS WISE, INC.**, a Florida corporation, which will be the surviving entity (the "Surviving Entity").

B. Name and Jurisdiction of Surviving Entity.

After the merger, the Surviving Entity, a Florida corporation, will have the name "POPS WISE, INC."

C. Merger.

The merger of the Merging Entity into the Surviving Entity will be effected pursuant to the terms and conditions of this plan. Upon the merger becoming effective, the existence of the Merging Entity will cease, and the existence of the Surviving Entity will continue and will be governed by the laws of the State of Florida. The time when the merger becomes effective is hereinafter referred to as the "Effective Time". The Plan of Merger was approved by the Companies on July 19, 2011.

D. Conversion and Exchange of Membership Units.

<u>Name</u>	<u>Outstanding Shares</u>	<u>Class</u>	<u>Series</u>
POPS WISE, INC. (Connecticut corporation)	200	Common	N/A
POPS WISE, INC. (Florida corporation)	200	Common	N/A

None of the shares are subject to change prior to the effective date of the merger.

At the Effective Time, the outstanding shares of the entities participating in the merger will be converted and exchanged as follows:

1. Surviving Entity. The shares of the Surviving Entity will not be converted, exchanged, or altered in any manner as a result of the merger and will remain shares of the Surviving Entity.
2. Merging Entity. Each share of the Merging Entity shall be canceled without consideration and without further action.

E. Certificate of Incorporation.

The certificate of incorporation of **POPS WISE, INC.**, a Florida corporation, the Surviving Entity, shall not be amended and shall continue to be the certificate of incorporation of the Surviving Entity.

F. Bylaws

The Bylaws of **POPS WISE, INC.**, a Florida corporation, the Surviving Entity, shall remain the Bylaws following the merger until altered, amended or repealed as therein provided.

G. Shareholders:

The name and address of the Shareholder(s) who shall remain the Shareholder(s) of the Surviving Entity after the merger shall be:

<u>Name</u>	<u>Address</u>
Peter Wise Revocable Trust	1200 N.E. Second Street Fort Lauderdale, FL 33301
Ouidad Wise Revocable Trust	1200 N.E. Second Street Fort Lauderdale, FL 33301

Officers and Directors:

The name and address of the Officers and Directors who shall remain the Officers and Directors of the Surviving Entity after the merger shall be:

**DIRECTORS:**

<u>Name</u>	<u>Address</u>
Ouidad Wise	1200 N.E. Second Street Fort Lauderdale, FL 33301
Peter Wise	1200 N.E. Second Street Fort Lauderdale, FL 33301

**OFFICERS:**

<u>Name</u>	<u>Title</u>	<u>Address</u>
Ouidad Wise	President	1200 N.E. Second Street Fort Lauderdale, FL 33301
Peter Wise	Secretary/ Treasurer	1200 N.E. Second Street Fort Lauderdale, FL 33301

H. Extraordinary Transaction.

Neither entity shall, prior to the effective date of the merger, engage in any activity other than in the ordinary course of business except as contemplated by this plan.

I. Registered Agent.

The registered agent of the Surviving Entity upon whom process, notices and demands may be served will be:

<u>Name</u>	<u>Address</u>
Robert L. Underwood	5728 Major Blvd. Suite 550 Orlando, FL 32819

J. Assets of Merging Entity.

All property, real, personal and mixed, and all debts due on whatever account, and all other choses in action and all and every other interest of or belonging to or due to **POPS WISE, INC.**, a Connecticut corporation, (Merging Entity) shall be deemed to be transferred and conveyed and vested in **POPS WISE, INC.**, a Florida corporation, (Surviving Entity), without further act or deed. Any real estate vested in the Merging Entity shall not revert or be in any way impaired by reason of the merger.

K. Liabilities of Merging Entity

The Surviving Entity shall assume and henceforth be responsible and liable for all the liabilities and obligations of the Merging Entity, and any claim existing or action or proceeding by or against **POPS WISE, INC.**, a Connecticut corporation,

may be prosecuted as if such merger had not taken place or the Surviving Entity may be substituted in its place.

N. Governing Law.

The Surviving Entity shall be governed by the laws of the State of Florida.

O. Effective Date.

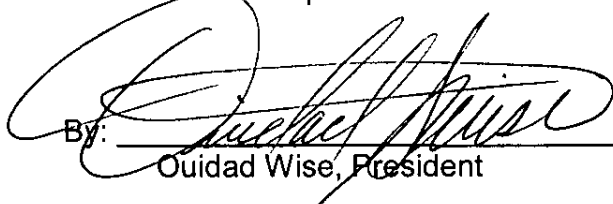
The effective date of the merger shall be the date the merger is filed with the Secretary of State.

**TWO**

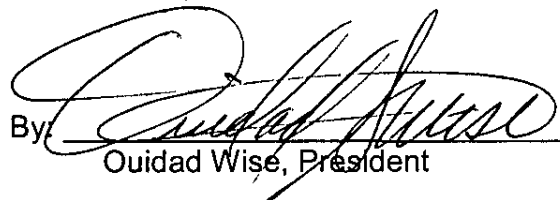
The plan of merger was adopted by unanimous consent of the Shareholders and Directors of the Merging and Surviving Entities.

The undersigned declare that the facts herein stated are true as of July 19, 2011.

**POPS WISE, INC.**  
a Connecticut corporation

By:   
Ouidad Wise, President

**POPS WISE, INC.**  
a Florida corporation

By:   
Ouidad Wise, President