

P120000036928

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 MAY - 7 PM 3:05

Merger
@ 5/9/12



FOX | O'NEILL | SHANNON s.c.

WILLIAM FITZHUGH FOX
BRUCE C. O'NEILL
Court Commissioner
THOMAS P. SHANNON*
WILLIAM R. SODERSTROM
DIANE SLOMOWITZ
ALLAN T. YOUNG
GREGORY J. RICCI
FRANCIS J. HUGHES
MICHAEL J. HANRAHAN
MATTHEW W. O'NEILL
LAURNA A. JOZWIAK
PETER J. WHITE

May 4, 2012

OF COUNSEL -
KENNETH P. BARCZAK
+ ALSO ADMITTED TO PRACTICE IN ILLINOIS

SENT BY UPS – OVERNIGHT DELIVERY

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Articles of Merger for
3MD Real Estate Holdings, Inc.

Dear Sir or Madam:

I am enclosing an original and one exact copy of Articles of Merger for 3MD Real Estate Holdings, Inc., a Wisconsin corporation, into 3MD Real Estate Holdings, Inc., a Florida corporation. I am enclosing a check payable to the Florida Department of State in the amount of \$70.00 in payment of the filing fee.

Please return one copy of the Articles bearing your filing stamp in the envelope provided.

If you have any questions, please contact me.

Very truly yours,

PETER J. WHITE

PJW:kkn
Enclosures

cc: Mr. Daniel Schott
Mr. Todd Behm (via email)

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) |
|--------------------------------|---------------------|--|
| 3MD Real Estate Holdings, Inc. | Florida | P12000036928 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|--------------------------------|---------------------|--|
| 3MD Real Estate Holdings, Inc. | Wisconsin | |
| | | |
| | | |
| | | |

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 04/26/2012.

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)

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONE! ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 04/26/2012

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)

Typed or Printed Name of Individual & Title

3MD Real Estate Holdings, Inc. (FL)

Paul Schott

Daniel Schott, Director

3MD Real Estate Holdings, Inc. (FL)

Mary Schott

Mary Schott, Director

3MD Real Estate Holdings, Inc. (WI)

Wm. L. Hall

Daniel Schott, Director

3MD Real Estate Holdings, Inc. (WI)

Mary Schott

Mary Schott, Director

EXHIBIT A
PLAN OF MERGER
OF
3MD REAL ESTATE HOLDINGS, INC., a Wisconsin corporation
INTO
3MD REAL ESTATE HOLDINGS, INC., a Florida corporation

- I. The name of the merging (non-surviving) Wisconsin corporation:

3MD REAL ESTATE HOLDINGS, INC.
- II. The name of the surviving Florida corporation is:

3MD REAL ESTATE HOLDINGS, INC.
- III. The merger of 3MD Real Estate Holdings, Inc. (WI) into 3MD Real Estate Holdings, Inc. (FL) shall be effective when the Articles of Merger are filed. At the effective time of the merger, the separate existence of 3MD Real Estate Holdings, Inc. (WI) shall cease, the stock of 3MD Real Estate Holdings, Inc. (WI) shall be disposed of as provided herein, and 3MD Real Estate Holdings, Inc. (WI) shall be merged with and into 3MD Real Estate Holdings, Inc. (FL), which shall continue its corporate existence and succeed to all of the properties, rights, including contract rights, and other assets of 3MD Real Estate Holdings, Inc. (WI) without further action by either corporation.
- IV. Upon merger, each shareholder of 3MD Real Estate Holdings, Inc. (WI) shall receive one (1) share of stock in 3MD Real Estate Holdings, Inc. (FL) for each share of stock they previously held in 3MD Real Estate Holdings, Inc. (WI). Further, the Articles of Incorporation and By-Laws of 3MD Real Estate Holdings, Inc. (FL) at the effective time of the merger shall become and continue to be the Articles of Incorporation and By-Laws of the surviving corporation until changed as provided by law.
- V. The directors and officers of 3MD Real Estate Holdings, Inc. (FL) at the effective time of the merger shall become and continue to be directors and officers of 3MD Real Estate Holdings, Inc. (FL) as the surviving corporation until their successors are elected and have qualified.
- VI. If, at any time, 3MD Real Estate Holdings, Inc. (FL) shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Plan of Merger, the officers and directors of 3MD Real Estate

Holdings, Inc. (FL) as of the effective time of this merger shall execute such conveyance documents or take such action as is deemed necessary.

- VII. This Plan of Merger shall be terminated and the merger abandoned by the affirmative vote of the Board of Directors of 3MD Real Estate Holdings, Inc. (FL) at any time until the effective time.

This Plan of Merger is approved on the 26th day of April, 2012.

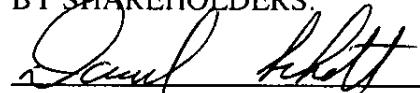
3MD REAL ESTATE HOLDINGS, INC. (WI)

BY DIRECTORS:


Daniel Schott


Mary Schott


BY SHAREHOLDERS:


Daniel Schott


Mary Schott

3MD REAL ESTATE HOLDINGS, INC. (FL)

BY DIRECTORS:


Daniel Schott


Mary Schott

BY SHAREHOLDERS:


Daniel Schott


Mary Schott