

P12000088814

(Requestor's Name)

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(City/State/Zip/Phone #)

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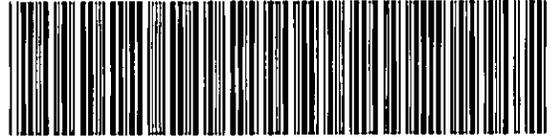
(Business Entity Name)

(Document Number)

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T. LEMIEUX

*Merger*



115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
866.625.0838  
COGENCYGLOBAL.COM

Account#: I20000000088

Date: February 14, 2018

Name: Marisa Kugelmann

Reference #: D313801

Entity Name: WISDOM TRADING, INC.

Articles of Incorporation/Authorization to Transact Business

Amendment

Change of Agent

Reinstatement

Conversion

Merger

Dissolution/Withdrawal

Fictitious Name

Other Certified Copy upon filing

Authorized Amount: \$78.75

Signature: *Marisa Kugelmann*

• CORPORATE HQ  
COGENCY GLOBAL INC.  
10 E 40th St, 13th Fl  
NY, NY 10016  
800.271.0107  
+1.212.947.7200

• EUROPEAN HQ  
COGENCY GLOBAL (UK) LIMITED  
REG. STERED IN ENGLAND & WALES  
74-76, ABYSSINIAN  
6 BEVIS MARKS, 11 FL  
LONDON EC3A 7BA  
+44 (0)20.3786.1090

• ASIA PACIFIC HQ  
COGENCY GLOBAL (HK) LIMITED  
A HONG KONG LIMITED COMPANY  
INFINITUS PLAZA, 12 FL  
199 DES VOEUX RD CENTRAL  
HONG KONG  
+852.3975.1803



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10 E 40 ST. 10 FL  
NY, NY 10016  
800.721.0102  
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# ARTICLES OF MERGER

(Profit Corporations)

**FILED**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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)
WISDOM TRADING, INC.	CALIFORNIA	4081203
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WISDOM TRADING INC.	FLORIDA	P12000088814
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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.)

**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.

**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 February 7, 2018.

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 February 7, 2018.

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

WISDOM TRADING INC.



Shane Wisdom, President

WISDOM TRADING INC.



Angela Wisdom, Secretary

WISDOM TRADING, INC.



Shane Wisdom, President

WISDOM TRADING, INC.



Angela Wisdom, Secretary

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## PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is made as of February 7, 2018 ("Agreement"), by and between WISDOM TRADING, INC., a California corporation ("Surviving Corporation") and WISDOM TRADING INC., a Florida corporation ("Merging Corporation"). The corporations together are sometimes referred to below as the "Constituent Corporations."

The Constituent Corporations agree as follows:

1. Merging Corporation is duly organized, existing and in good standing under the laws of the State of Florida. It has 100,000 one class common shares of authorized stock; 1,000 shares are issued and outstanding.

2. The Surviving Corporation is duly organized, existing and in good standing under the laws of the State of California. It has 100,000 one class common shares of authorized stock; 1,000 are issued and outstanding.

3. The Boards of Directors of the Constituent Corporations agree that it is in the best interests of the corporations and their shareholders that the Merging Corporation be merged into Surviving Corporation in accordance with California Corporations Code section 1103, *et seq.* and section 607.1101, Florida Statutes. The Boards agree to adopt, on behalf of their respective corporations, the plan of merger set forth in this Agreement.

4. Merging Corporation shall be merged into Surviving Corporation, which Surviving Corporation shall survive the merger. Merging Corporation's separate existence shall cease on the effective date of the merger. Without any other transfer or documentation, on the effective date of the merger, Surviving Corporation shall (i) succeed to all of Merging Corporation's rights and property; and (ii) be subject to all Merging Corporation's liabilities and obligations. All liens on the property of the Constituent Corporations remain unimpaired but liens on the Merging Corporation's property are limited to the property affected thereby immediately prior to the effective date.

Notwithstanding the above, after the effective date, the Surviving Corporation's officers and directors may perform any acts necessary or desirable to vest or confirm Surviving Corporation's possession of and title to any property or rights of Merging Corporation, or otherwise carry out this Agreement's purposes. This includes execution and delivery of deeds, assurances, assignments or other instruments.

5. The outstanding shares of Merging Corporation shall be converted into an equal number of fully paid and nonassessable shares of Surviving Corporation's common stock. No fractional shares of Surviving Corporation shall be issued. On or after the effective date, all of Merging Corporation's outstanding stock certificates shall be deemed to represent ownership of Surviving Corporation's shares, into which Merging Corporation's shares have been converted (as provided above). The holders of such certificates must surrender them to the Surviving Corporation in whatever manner it may legally require. On receipt thereof, Surviving Corporation shall issue and exchange certificates for shares of its common stock representing the number of shares to which the holder is entitled as provided above. Pending the surrender and exchange of certificates, the registered owner on Merging Corporation's books of any outstanding stock certificate shall be entitled to exercise all voting and other rights, and receive any dividends payable, with respect to the shares of Surviving Corporation represented by the certificates (as provided above). The shareholders of the Constituent Corporations have no future rights to acquire shares of either corporation.

6. The outstanding shares of Surviving Corporation shall remain outstanding and are not affected by the merger.

7. Surviving Corporation's Articles of Incorporation and Bylaws in effect on the effective date of the merger shall continue to be the Articles of Incorporation and Bylaws without change as a result of the merger.

8. Surviving Corporation's officers and directors shall continue and remain as such after the effective date of the merger for the full unexpired terms of their respective offices, or until their successors have been duly elected or appointed and qualified.

9. Any time prior to the effective date, this merger may be abandoned without further obligation or liability by action of the Board of Directors of either of the Constituent Corporations, notwithstanding approval of the merger by their respective shareholders.

10. The Merging Corporation shall from time to time, as and when requested by Surviving Corporation, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.

11. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF, the parties have executed this Agreement.

Surviving Corporation

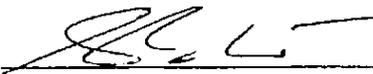
WISDOM TRADING, INC.  
A California Corporation

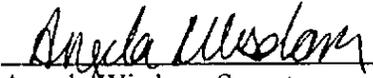
By:   
Shane Wisdom, President

By:   
Angela Wisdom, Secretary

Merging Corporation

WISDOM TRADING INC.  
A Florida Corporation

By:   
Shane Wisdom, President

By:   
Angela Wisdom, Secretary