

P120000102574

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MERGER

1. WHYART DIVERSIFIED, INC.

(CORPORATE NAME AND DOCUMENT #)

2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:**

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

December 27, 2012

CORPORATE ACCESS, INC.  
P O BOX 37066  
TALLAHASSEE, FL 32303

SUBJECT: WHYART DIVERSIFIED, INC.  
Ref. Number: P12000102574

We have received your document for WHYART DIVERSIFIED, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Tina Roberts  
Regulatory Specialist II

Letter Number: 812A00030366

Need Dec 27<sup>th</sup> File Date

Corrected

## 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)
WHYART DIVERSIFIED, INC.	Florida	P12000102574

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WHYART, INC.	NEW YORK	

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 December 21, 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)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 21, 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)

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12 DEC 27 PM 4:37  
CALLAHAN

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

WHYART DIVERSIFIED, INC.

Frederic Bouin, President

WHYART, INC

Frederic Bouin, President

**PLAN OF MERGER**  
**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
<u>WHYART DIVERSIFIED, INC</u>	<u>Florida</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>WHYART, INC.</u>	<u>NEW YORK</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

**Third:** The terms and conditions of the merger are as follows:

The Plan of Merger was adopted by the Shareholders of the surviving and merging corporations on December 21, 2012

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: Each issued and outstanding share of the merging corporation shall be converted one for one in exchange for each issued and outstanding share of the surviving corporation.

**THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:**

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows: