

From: The Payne Law Group  
Division of Corporations

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Email Address: mhwurzburg@gmail.com

**MERGER OR SHARE EXCHANGE**

**Wurzburg, Inc.**

Certificate of Status	0
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12-20-13  
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ARTICLES OF MERGER  
OF  
WURZBURG, INC.  
INTO  
WURZBURG, INC.

FILED  
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TALLAHASSEE, FLORIDA

Pursuant to the provisions of Florida Statutes Section 607.1105 of the Florida Business Corporation Act (the "Florida Act"), the undersigned corporations hereby adopt the following Articles of Merger for the purpose of merging WURZBURG, INC., an Illinois corporation ("Merged Corporation"), into WURZBURG, INC., a Florida corporation ("Surviving Corporation"):

1. The names of the undersigned corporations and the states under the laws of which they are organized are, respectively:

Name of Corporation

State of Incorporation

Wurzburg, Inc.  
Wurzburg, Inc.

Illinois  
Florida

2. The laws of the State of Florida permit this Merger.

3. The name of the Surviving Corporation is Wurzburg, Inc., a Florida corporation, and it is to be governed by the laws of the State of Florida.

4. The Plan of Merger and Reorganization is attached hereto as "Exhibit A" and incorporated herein by reference (the "Plan").

5. The President and Secretary of Surviving Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Surviving Corporation on November 25, 2013. The Plan was submitted to the Shareholders of Surviving Corporation. 200 shares of common stock, representing all of the issued and outstanding shares of common stock in the Surviving Corporation, were entitled to vote on the Plan. 200 shares of common stock, representing all of the issued and outstanding shares of common stock in the Surviving Corporation, voted to approve the Plan on November 25, 2013. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Florida Act. No shares voted against the Plan.

Prepared by: L. Howard Payne, Esq.  
The Payne Law Group, P.A.  
240 South Pineapple Avenue, Suite 401  
Sarasota, Florida 34236  
(941) 487-2800  
Atty. Bar #061952

6. The President and Secretary of Merged Corporation hereby certify that the Plan was unanimously adopted in a resolution of the Board of Directors of Merged Corporation on November 25, 2013. The Plan was submitted to the Shareholders of Merged Corporation. 200 shares of common stock, representing all of the issued and outstanding shares of common stock in the Merged Corporation, were entitled to vote on the Plan. 200 shares of common stock, representing all of the issued and outstanding shares of common stock in the Merged Corporation, voted to approve the Plan on November 25, 2013. The number of votes cast for the Plan was sufficient for approval. All such voting was conducted in accordance with the Business Corporation Act of Illinois. No shares voted against the Plan.

7. This Merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State.

IN WITNESS WHEREOF, these Articles of Merger have been executed and acknowledged by the President and Secretary of Surviving Corporation, and the President and Secretary of the Merged Corporation.


Dated: 11-25, 2013

SURVIVING CORPORATION:

Attest:

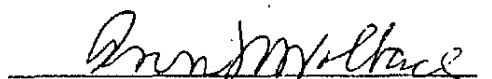
WURZBURG, INC., a Florida corporation

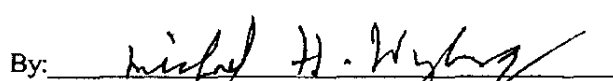
  
ANN W. WOLBACH, Secretary

By:   
MICHAEL H. WURZBURG, President

MERGED CORPORATION:

WURZBURG, INC., an Illinois corporation

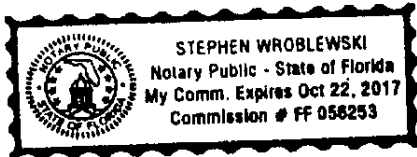
  
ANN W. WOLBACH, Secretary

By:   
MICHAEL H. WURZBURG, President

STATE OF FLORIDA

COUNTY OF Lee

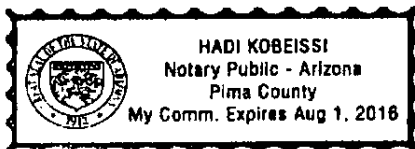
The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of Nov, 2013, by MICHAEL H. WURZBURG, as President of WURZBURG, INC., a Florida corporation, and as President of WURZBURG, INC., an Illinois corporation, who [ ] is personally known to me, or [X] has produced identification on behalf of said corporations, and who acknowledged before me that the execution hereof are his free acts and deeds.

  
Signature of Notary Public

Stephen Wroblewski

Print Name of Notary Public and Affix Seal  
My Commission Expires: 10-22-17STATE OF ~~ILLINOIS~~ ArizonaCOUNTY OF Pima

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of November, 2013, by ANN W. WOLBACH, as Secretary of WURZBURG, INC., a Florida corporation, and as Secretary of WURZBURG, INC., an Illinois corporation, who [ ] is personally known to me, or [X] has produced identification on behalf of said corporation, and who acknowledged before me that the execution hereof are her free acts and deeds.

  
Signature of Notary PublicHadi Kobeissi  
Print Name of Notary Public and Affix Seal  
My Commission Expires: 08/01/16

## EXHIBIT A

PLAN OF MERGER AND REORGANIZATION

This Plan of Merger and Reorganization is made and entered into this 25th day of November, 2013, by and between WURZBURG, INC., a Florida corporation (hereinafter sometimes called the "Surviving Corporation"), and WURZBURG, INC., an Illinois corporation (hereinafter sometimes called the "Merged Corporation"). Surviving Corporation and Merged Corporation are collectively referred to herein as the "Constituent Corporations."

WITNESSETH:

WHEREAS, Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, having its Articles of Incorporation filed and effective on December 10, 2013, with an authorized capital stock of 1,000 shares of common stock, par value \$100.00 per share, of which 200 shares are issued and outstanding and owned 7% by Michael H. Wurzburg, Trustee of the A. Hart Wurzburg Revocable Trust u/a/d 1/22/82, as amended, f/b/o Michael H. Wurzburg; 7% by Ann W. Wolbach, Trustee of The A. Hart Wurzburg Revocable Trust u/a/d 1/22/82, as amended, f/b/o Ann W. Wolbach; 7% by Mary Wurzburg, Trustee of The A. Hart Wurzburg Revocable Trust u/a/d 1/22/82, as amended, f/b/o Mary Wurzburg; 11-1/3% by Michael H. Wurzburg, Trustee of The Minna S. Wurzburg Revocable Living Trust u/a/d 1/22/82, as amended; 11-1/3% by Ann W. Wolbach, Trustee of the Minna S. Wurzburg Revocable Living Trust u/a/d 1/22/82, as amended; 11-1/3% by Mary Wurzburg, Trustee of the Minna S. Wurzburg Revocable Living Trust u/a/d 1/22/82, as amended; 15% by Michael H. Wurzburg, Trustee of The Michael H. Wurzburg Revocable Trust u/a/d 11/18/99; 15% by Ann W. Wolbach, Trustee of The Ann W. Wolbach Revocable Trust u/a/d 3/25/94; and 15% by Mary Wurzburg, Trustee of The Mary Wurzburg Revocable Trust u/a/d 10/9/13; and

WHEREAS, Merged Corporation is a corporation organized and existing under the laws of the State of Illinois, having its Articles of Incorporation filed and effective on February 16, 1949, with an authorized capital stock of 1,000 shares of common stock, par value \$100.00 per share, of which 200 shares are issued and outstanding and owned 7% by Michael H. Wurzburg, Trustee of the A. Hart Wurzburg Revocable Trust u/a/d 1/22/82, as amended, f/b/o Michael H. Wurzburg; 7% by Ann W. Wolbach, Trustee of The A. Hart Wurzburg Revocable Trust u/a/d 1/22/82, as amended, f/b/o Ann W. Wolbach; 7% by Mary Wurzburg, Trustee of The A. Hart Wurzburg Revocable Trust u/a/d 1/22/82, as amended, f/b/o Mary Wurzburg; 11-1/3% by Michael H. Wurzburg, Trustee of The Minna S. Wurzburg Revocable Living Trust u/a/d 1/22/82, as amended; 11-1/3% by Ann W. Wolbach, Trustee of the Minna S. Wurzburg Revocable Living Trust u/a/d 1/22/82, as amended; 11-1/3% by Mary Wurzburg, Trustee of the Minna S. Wurzburg Revocable Living Trust u/a/d 1/22/82, as amended; 15% by Michael H. Wurzburg, Trustee of The Michael H. Wurzburg Revocable Trust u/a/d 11/18/99; 15% by Ann W. Wolbach, Trustee of The Ann W. Wolbach Revocable Trust u/a/d 3/25/94; and 15% by Mary Wurzburg, Trustee of The Mary Wurzburg Revocable Trust u/a/d 10/9/13; and

WHEREAS, the Board of Directors and Shareholders of Surviving Corporation and the Board of Directors and Shareholders of Merged Corporation have, by resolutions, established that it is advisable for the general welfare and advantage of each of the Constituent Corporations that Merged Corporation be merged into Surviving Corporation (Surviving Corporation's corporate existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger), in a transaction intended to qualify as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the above premises and the mutual covenants, agreements, provisions, promises and grants herein contained, the President and Secretary of each of Surviving Corporation and Merged Corporation, in accordance with the provisions of the Florida Business Corporation Act ("Florida Act") and the Business Corporation Act of Illinois ("Illinois Act"), hereby execute this Plan of Merger and Reorganization for the purposes of complying therewith.

1. Names of Corporations Proposing to Merge. The names of the corporations that are parties to the merger are as follows:

- a. WURZBURG, INC., a Florida corporation.
- b. WURZBURG, INC., an Illinois corporation.

2. Name of Surviving Corporation. The Surviving Corporation shall be WURZBURG, INC., a Florida corporation.

3. Terms and Conditions. Upon the merger becoming effective:

a. The separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

b. The Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to, or due to each of the corporations merging herein, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger.

c. Henceforth, the Surviving Corporation shall be responsible and liable for all the liabilities and obligations of the Merged Corporation; and any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged

Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this merger.

4. Conversion of Shares. The manner of converting or otherwise dealing with the stock of the Constituent Corporations shall be that on the effective date of the merger, all shares of Merged Corporation shall be deemed canceled, and no additional shares of stock in Surviving Corporation shall be issued.

5. No Changes in Bylaws. The Bylaws of the Surviving Corporation in effect at the time this merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same are altered, amended, or repealed.

6. No Changes in Articles of Incorporation. The merger will not effect any change in the Articles of Incorporation of the Surviving Corporation.

7. Directors and Officers. The Officers and Directors of the Surviving Corporation in office at the time the merger becomes effective shall be and remain the Officers and Directors of the Surviving Corporation, and they shall hold office until their successors are duly elected and qualified.

8. Effective Date of the Merger. The merger shall become effective upon the filing of the Articles of Merger with the Florida Department of State.

9. Further Assurances. At any time, or from time to time after the effective date of this merger, the last acting officers of Merged Corporation and the appropriate officers of Surviving Corporation shall execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other actions as Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in Surviving Corporation title to and possession of all of Merged Corporation's property, rights, privileges, powers, franchises, immunities and interests, and otherwise to carry out the purposes of this Plan of Merger and Reorganization.

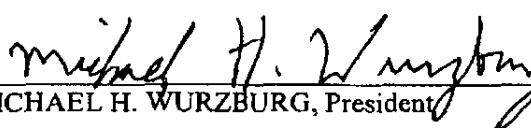
IN WITNESS WHEREOF, this Plan of Merger and Reorganization has been executed and acknowledged by the President and Secretary of Surviving Corporation and the President and Secretary of Merged Corporation.

SURVIVING CORPORATION:

Attest:

WURZBURG, INC., a Florida corporation


  
ANN W. WOLBACH, Secretary

By:   
MICHAEL H. WURZBURG, President

MERGED CORPORATION:

WURZBURG, INC., an Illinois corporation

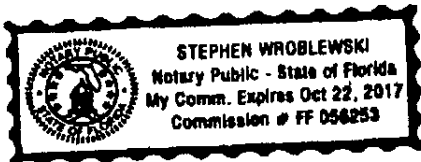
  
ANN W. WOLBACH, Secretary

By:   
MICHAEL H. WURZBURG, President

STATE OF FLORIDA

COUNTY OF Lee

ndw The foregoing instrument was acknowledged before me this 25<sup>th</sup> day of November, 2013, by MICHAEL H. WURZBURG, as President of WURZBURG, INC., a Florida corporation, and as President of WURZBURG, INC., an Illinois corporation, who [ ] is personally known to me, or [X] has produced identification on behalf of said corporation, and who acknowledged before me that the execution hereof are his free acts and deeds.





Signature of Notary Public

Stephen Wroblewski

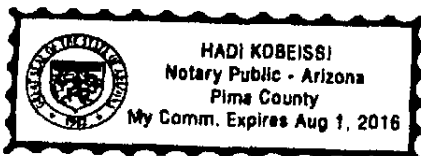
Print Name of Notary Public and Affix Seal

My Commission Expires: 10-22-17

STATE OF ~~ILLINOIS~~ Arizona

COUNTY OF Pima

The foregoing instrument was acknowledged before me this 29<sup>th</sup> day of November, 2013, by ANN W. WOLBACH, as Secretary of WURZBURG, INC., a Florida corporation, and as Secretary of WURZBURG, INC., an Illinois corporation, who [ ] is personally known to me, or [X] has produced identification on behalf of said corporation, and who acknowledged before me that the execution hereof are her free acts and deeds.



  
Signature of Notary Public

Hadi Kobeissi  
Print Name of Notary Public and Affix Seal

My Commission Expires: 08/01/16