

PH 000072575

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Merger

FILED
15 OCT 12 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 16 2015
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Zenwise Health LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

Joy Fledelius

Contact Person

Big & Small Paralegal Services, LLC

Firm/Company

11924 W. Forest Hill Blvd. Ste 10A-134

Address

Wellington, FL 33414

City, State and Zip Code

bigandsmallservices@gmail.com

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

For further information concerning this matter, please call:

Joy Fledelius

at (954) 649-2562

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

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

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 16, 2015

NOY FLEDELIUS
BIG & SMALL PARALEGAL SERVICES, LLC
11924 WEST FOREST HILL BLVD., #10A-134
WELLINGTON, FL 33414

SUBJECT: GREENWISE PRODUCTS INC
Ref. Number: P14000072575

We have received your document and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

THE DATES LISTED IN THE PLAN OF MERGER ARE INCOMPLETE. ALSO, THE NAME AND ADDRESS OF EACH MANAGER OR MANAGING MEMBER OF THE SURVIVING LLC MUST BE LISTED IN THE DOCUMENT.

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.

Darlene Connell
Regulatory Specialist III

Letter Number: 915A00019575

RECEIVED
15 OCT 12 PM 2:48

ARTICLES OF MERGER FOR

GREENWISE PRODUCTS INC
(a Florida corporation)

WITH AND INTO

ZENWISE HEALTH LLC
(a Delaware limited liability company)

FILED
15 OCT 12 PM 3:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger is submitted in accordance with the Florida Profit Corporations in accordance with Section 607.1109, Florida Statutes.

FIRST: The merging party is GREENWISE PRODUCTS INC, a Florida Profit Corporation, P14000072575.

SECOND: The surviving party is ZENWISE HEALTH LLC, a Delaware limited liability company, 5793967.

THIRD: The merger was approved by the domestic merging entity that is a corporation in accordance with the Act and by each member of the limited liability company who as a result of the merger will have interest holder liability in accordance with the laws of its jurisdiction.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: The date of filing shall be the date these articles are filed by the Florida Department of State.

SIXTH: The survivor's principal office address in its home state of Delaware is as follows: 1201 Orange St., Ste 600, One Commerce Center, Wilmington, DE 19899.

SEVENTH: The surviving entity appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger and agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

Merging Company:

Greenwise Products Inc

By: 

Kyle Morrison, Director

By: 

Aditya Patel, Director

Surviving Company:

Zenwise Health LLC

By: 

Kyle Morrison, Manager

By: 

Aditya Patel, Manager

**PLAN OF MERGER
OF
GREENWISE PRODUCTS INC**
(a Florida corporation)

WITH AND INTO

ZENWISE HEALTH LLC
(a Delaware limited liability company)

THIS PLAN OF MERGER (this "Agreement") is dated as of August 19, 2015, by and between GREENWISE PRODUCTS INC., a Florida corporation ("Greenwise"), as the merging party, and ZENWISE HEALTH LLC, a Delaware limited liability company ("Zenwise"), as the surviving party.

FIRST: The name, form/entity type, jurisdiction and Florida document number of the MERGING entity is:

<u>NAME</u>	<u>ENTITY TYPE</u>	<u>JURISDICTION</u>	<u>DOCUMENT NO.</u>
Greenwise Products Inc.	corporation	Florida	PI4000072575

SECOND: The name, form/entity type, jurisdiction and Florida document number of the SURVIVING entity is:

<u>NAME</u>	<u>ENTITY TYPE</u>	<u>JURISDICTION</u>	<u>DOCUMENT NO.</u>
Zenwise Health LLC	LLC	Delaware	5793967

THIRD: The terms and conditions of the merger, including the manner and basis for converting interests in Greenwise into any combination of interests, shares, obligations, securities, cash, rights, and other consideration are as follows:

A. Each shareholder interest in Greenwise that is outstanding immediately prior to the Effective Date shall, by virtue of the merger and without any action on the part of the holder thereof, shall be voided and not transferred.

B. All debts, obligations and liabilities of Greenwise shall become the obligations of Zenwise.

C. All property, real and personal, tangible and intangible, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of Greenwise, shall, upon the effect of the merger, be transferred to and vested in Zenwise, without further act or deed.

F. Upon the conversion becoming effective, the LLC shall be governed by the terms and conditions of the Delaware Law.

FOURTH: The Articles of Organization and Operating Agreement of Zenwise immediately prior to the merger shall survive as the Articles of Organization and Operating Agreement of the surviving entity: provided, however, that the spelling and punctuation of the name of the SURVIVING ENTITY shall be:

Zenwise Health LLC

FIFTH: The date of filing of the Certificate of Merger with the Florida Department of State shall be the effective date of this merger (the "Effective Date").

SIXTH: This Plan of Merger and the Certificate of Merger were approved and adopted by written consent of the directors of the corporation and the holders of all of the issued and outstanding membership interests in Zenwise, as of the 19th day of August, 2015.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the day and year first above written.

MERGING ENTITY:

Greenwise Products Inc., a Florida Corporation

By: [Signature]

Kyle Morrison, Director

By: [Signature]

Aditya Patel, Director

SURVIVING ENTITY:

Zenwise Health LLC, a Delaware limited liability company

By: [Signature]

Kyle Morrison, Manager

By: [Signature]

Aditya Patel, Manager

Entity and Manager Address:

1201 Orange St. Ste 600
One Commerce Center
Wilmington, DE 19899