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merged

FILED
2015 JAN -5 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
15 JAN -5 PM 4:20
DIVISION OF CORPORATION

702250, 02775, 00672

APR 11/12/15

ACCOUNT NO. : I20000000195

REFERENCE : 448445 5840A

AUTHORIZATION :

COST LIMIT :

\$ 70.00

ORDER DATE : January 5, 2015

ORDER TIME : 3:34 PM

ORDER NO. : 448445-005

CUSTOMER NO: 5840A

ARTICLES OF MERGER

WS, INC.

INTO

WS FLORIDA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Courtney Williams

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 6, 2015

CSC
Atten: Courtney Williams
1201 Hays Street
Tallahassee, FL 32301

SUBJECT: WS FLORIDA, INC.
Ref. Number: P14000094764

RESUBMIT
Please give original
submission date as file date

RECEIVED
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2015 JAN -9 PM 2:21
NOT INTRODUCED
TO A KNOWLEDGE
SUFFICIENCY OF FILING

We have received your document for WS FLORIDA, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The merger submitted was prepared in compliance with section 607.1109 Florida Statutes which provides for mergers between domestic corporations and other business entities as defined in section 607.1108, Florida Statutes. Pursuant to section 607.1108(7), Florida Statutes, any merger consisting solely of the merger of one or more domestic corporations with or into one or more foreign corporations shall be consummated solely in accordance with section 607.1107, Florida Statutes. Section 607.1107, Florida Statutes then refers you to section 607.1105, Florida Statutes. Enclosed is a merger form for your convenience.

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

Annette Ramsey
Regulatory Specialist II

Letter Number: 115A00000164

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WS Florida, Inc.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Steven I. Greenwald, Esq.
Contact Person

Law Offices of Steven I. Greenwald, P.A.
Firm/Company

6971 North Federal Highway, Suite 105
Address

Boca Raton, FL 33487
City/State and Zip Code

sigreenwaldlaw@att.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Steven I. Greenwald At (561) 994-5560
Name of Contact Person Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

FILED
2015 JAN -5 PM 4:43
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)
WS Florida, Inc.	Florida	P14000094764

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WS, 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 31, 2014.

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 15, 2014.

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

Helen Jacobius, President

Helen Jacobius, 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:

Name

Jurisdiction

WS Florida, Inc.

Florida

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

Name

Jurisdiction

WS, Inc.

New York

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

See attached "Agreement of Merger and Plan of Reorganization"

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:

See attached "Agreement of Merger and Plan of Reorganization"

(Attach additional sheets if necessary)

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:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
N/A	

The name and jurisdiction of each **subsidiary** corporation:

<u>Name</u>	<u>Jurisdiction</u>
N/A	

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

N/A

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

Agreement of Merger and Plan of Reorganization dated December 31, 2014 by and between WS, INC., a New York corporation ("WS") and WS Florida, Inc., a Florida corporation ("WS Florida").

WHEREAS:

1. The Boards of Directors of WS and WS Florida have resolved that WS be merged and pursuant to the General Corporation Act of the State of Florida and the Business Corporation Law of the State of New York into a single corporation existing under the laws of the State of Florida, to wit: WS Florida, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code;
2. The authorized capital stock of WS consists of six thousand four hundred sixty five (6,465) shares of Common Stock with a par value of zero (\$0.00) Dollars per share ("WS Common Stock"), of which all shares are issued and outstanding;
3. The authorized capital stock of WS Florida consists of six thousand four hundred sixty five (6,465) shares of Common Stock with a par value of zero (\$0.0) Dollars per share ("WS Florida Common Stock") all shares of which are issued and outstanding; and
4. The respective Boards of Directors of WS and WS Florida have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement;

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporation Act of the State of Florida and the Business Corporation Law of the State of New York that WS shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit: WS Florida, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

1. Stockholders' Meetings; Filings; Effects of Merger.

1.1 WS Stockholders' Meeting. WS shall call a meeting of its stockholders to be held in accordance with the Business Corporation Law of the State of New York at the earliest practicable date, upon due notice thereof to its stock holders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by WS as Sole Stockholder of WS Florida. On or before December 15, 2014, the stockholders of WS Florida shall adopt this Agreement in accordance with the General Corporation Act of the State of Florida.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of WS in accordance with the Business Corporation Law of the State of New York, (b) this Agreement has been adopted by all stockholders of WS Florida, in accordance with the General Corporation Act of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the General Corporation Act of the State of Florida and the Articles of Merger shall be filed in accordance with the Business Corporation Law of the State of New York. Such filings shall be made on the same day. The Merger shall become effective at 9:00 a.m. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of WS shall cease, and WS shall be merged into WS Florida which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as a private nature, and be subject to all the restrictions, disabilities, and duties of WS; and all and singular, the rights, privileges, powers, and franchises of WS, and all property, real, personal, and mixed, and all debts due to WS on whatever account, as well for stock subscriptions and all other things in action or belonging to WS, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of WS, and the title to any real estate vested by deed or otherwise, under the laws of Florida or New York or any other jurisdiction, in WS, shall not revert or be in any way impaired; but all rights of creditors and all liens thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of WS or the corresponding officers of the Surviving Corporation, may, in the name of WS, execute and deliver all such proper deeds, assignments, and other instruments and

take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vests, perfect, or confirm in the Surviving Corporation title to and possession of all WS's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation Certificate of Incorporation; By-Laws.

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be WS Florida, Inc.

2.2 Certificate of Incorporation. The Certificate of Incorporation of WS Florida, Inc. as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article FIRST shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of WS Florida, Inc. as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

3. Status and Conversion of Securities.

The manner and basis of converting the shares of the capital stock of WS and the nature and amount of securities of WS Florida which the holders of shares of WS Common Stock are to receive in exchange for such shares are as follows:

3.1 WS Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

4. Miscellaneous.

4.1 This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of WS, if the Board of Directors of WS or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

4.2 For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

5. Execution of Document. This Agreement of Merger and Plan of Reorganization may be executed in counterparts by the signatories hereon, each of which shall be deemed an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement has been executed by WS and WS Florida, Inc., all on the date first above written.

ATTEST:

Helen Jacobius
Helen Jacobius, Secretary

WS, INC., a New York corporation

By: Helen Jacobius
Helen Jacobius, President

ATTEST:

Helen Jacobius
Helen Jacobius, Secretary

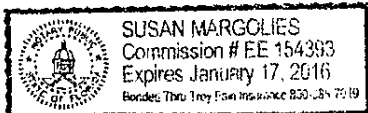
WS FLORIDA, INC., a Florida corporation

By: Helen Jacobius
Helen Jacobius, President

NOTARY JURATS ON FOLLOWING PAGE

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of
December, 2014 by Helen Jacobius, as Secretary and as President of
WS, Inc., a New York corporation, who is personally known to me or provided
_____ as identification.



Susan Margolies
Notary Public, State of Florida

My Commission Expires:

STATE OF FLORIDA
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 15 day of
December, 2014 by Helen Jacobius, as Secretary and as President of
WS Florida, Inc., a Florida corporation, who is personally known to me or provided
_____ as identification.



Susan Margolies
Notary Public, State of Florida

My Commission Expires:

CERTIFICATE OF MERGER
OF
W. S. INC.
WITH AND INTO
WS FLORIDA, INC.

Under Section 907 of the New York Business Corporation Law

Filed by: Michael L. Whitchurch
(Name)
131 S. Dearborn St., Suite 2400
(Mailing Address)
Chicago, IL 60603
(City, State and ZIP Code)

CERTIFICATE OF MERGER
OF
W. S. INC.
WITH AND INTO
WS FLORIDA, INC.

Under Section 907 of the New York Business Corporation Law

1. (a) The name of each constituent corporation is as follows: W. S. Inc., a New York corporation originally incorporated under the name Walter Strassburger & Co., Inc. and WS Florida, Inc., a Florida corporation.

(b) The name of the surviving corporation is WS Florida, Inc., a Florida corporation.

2. As to each constituent corporation, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Name of <u>Corporation:</u>	Designation and number of shares in each class or <u>series outstanding:</u>	Class or series of shares <u>entitled to vote:</u>	Class or series entitled to <u>vote as a class:</u>
W. S. Inc.			
WS Florida, Inc.			

3. The merger was authorized by each constituent entity.

4. The merger is permitted by the laws of the jurisdiction of each constituent foreign corporation and is in compliance therewith.

5. The surviving corporation is WS Florida, Inc., a corporation of the State of Florida, incorporated on the 21st day of November, 2014 and that such corporation will not conduct business in New York until an application for authority shall have been filed by the Department of State.

6. The date when the Certificate of Incorporation of W. S. Inc. was filed by the New York Department of State was the 31st day of December, 1935.

8. WS Florida, Inc. agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of any domestic constituent corporation or of any foreign constituent corporation previously amendable to suit in the State of New York, and for the enforcement under the New York Business Corporation Law, of the right of shareholders of any constituent domestic corporation to receive payment for their shares against the surviving

corporation; and it designates the Secretary of State of New York as its agent upon whom process against it may be served in the manner set forth in paragraph (b) of Section 306 of the Business Corporation Law, in any action or special proceeding. The post office address to which the Secretary of State shall mail a copy of any process against it served upon him is 6971 N. Federal Highway, Suite 105, Boca Raton, Florida 33487

9. WS Florida, Inc. agrees that, subject to the provision of Section 623 of the Business Corporation Law, it will promptly pay to the shareholders of each constituent domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law, relating to the right of the shareholders to receive payment for their shares.

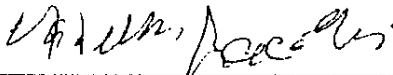
W.S. Inc. hereby agrees that it will within 30 days after the filing of the Certificate of Merger file the cessation franchise tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes, including penalties and interest, if any, due to the Department of Taxation and Finance by each constituent domestic corporation.

10. The merger shall be effective on the 15th day of December, 2014.

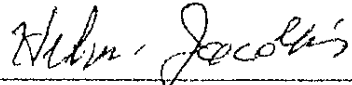
[Signature page to follow]

IN WITNESS WHEREOF, the undersigned have cause this Certificate of Merger to Be executed and filed by their authorized officers as of the 15 day of December, 2014.

W. S. INC., a New York corporation

By: 
Name: Helen Jacobius
Title: President

WS FLORIDA, INC., a Florida corporation

By: 
Name: Helen Jacobius
Title: President