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(Business Entity Name)

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12/05/14--01016--017 **198.75

EFFECTIVE DATE

12-31-14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC -5 PM 3:07

Office Use Only

C.L.
12-10-14

MURPHY REID, L.L.P.

ATTORNEYS AT LAW

241 Bradley Place, Suite C
Palm Beach, Florida 33480
Tel. 561-655-4060 • Fax 561-832-5436

11300 U.S. Highway One, Suite 401
Palm Beach Gardens, Florida 33408
Tel. 561-355-8800 • Fax 561-832-5436

100 Vista Royale Boulevard
Vero Beach, Florida 32962
Tel. 772-567-6480 • Fax 772-562-0220

Please respond to Palm Beach Gardens office

lterry@murphyreid.com

December 4, 2014

Florida Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Women Corporate Directors Corporation
Our File No. 7039.000

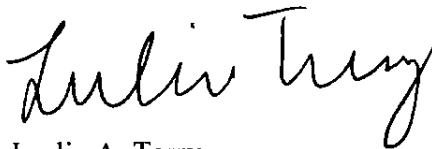
Dear Sir/ Madam:

Enclosed are the following documents for processing:

- Certificate of Domestication for Women Corporate Directors Corporation ; and
- Articles of Merger for Women Corporate Directors Corporation.

Please do not separate these documents and please process these documents back to back. Also enclosed is our firm check in the amount of \$198.75 for the associated fees for these filings. If you have any questions, then please do not hesitate to call me.

Very truly yours,



Leslie A. Terry

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Women Corporate Directors Corp.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Susan S. Stautberg

Contact Person

Women Corporate Directors Corp.

Firm/Company

1645 Palm Beach Lakes Blvd., Suite 150

Address

West Palm Beach, FL 33414

City/State and Zip Code

eden@womencorporatedirectors.com

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

For further information concerning this matter, please call:

Eden Rose DiGregorio

Name of Contact Person

At (561) 797-3099

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
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DIVISION OF CORPORATIONS

16 DEC -5 PM 3:08

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:

Name

Jurisdiction

Document Number
(If known/ applicable)

EFFECTIVE DATE
12-31-14

Women Corporate Directors Corp.

Florida

P14000098183

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Document Number
(If known/ applicable)

Women Corporate Directors Ltd.

Delaware

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 12 / 31 / 2014 (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 1, 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 1, 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)

Name of Corporation

Typed or Printed Name of Individual & Title

Spencer S Standley

Susan S. Stautberg, President

Susan S. Hankins

Susan S. Stautberg, President

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14 DEC -5 PM 3:08

PLAN OF MERGER
(Non Subsidiaries)

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DIVISION OF CORPORATIONS

14 DEC -5 PM 3: 08

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>Women Corporate Directors Corp.</u>	<u>Florida</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>Women Corporate Directors Ltd.</u>	<u>Delaware</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:
See attached Agreement and Plan of Merger.

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 and Plan of Merger.

(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:
See attached Agreement and Plan of Merger.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AGREEMENT AND PLAN OF MERGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

14 DEC -5 PM 3: 08

THIS AGREEMENT AND PLAN OF MERGER, dated December 1, 2014 (this "Agreement"), is entered into by and between Women Corporate Directors Ltd., a Delaware Corporation ("Women Corporate (DE)"), and Women Corporate Directors Corp., a Florida Corporation ("Women Corporate (FL)"). Women Corporate (DE) and Women Corporate (FL) are hereinafter sometimes referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, Women Corporate (DE) is a corporation duly organized and existing under the laws of the State of Delaware;

WHEREAS, Women Corporate (FL) is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the respective Boards of Directors of Women Corporate (DE) and Women Corporate (FL) have determined that it is advisable and in the best interests of such corporations and their shareholders that Women Corporate (DE) merge with and into Women Corporate (FL) upon the terms and subject to the conditions set forth in this Agreement;

WHEREAS, for United States federal income tax purposes, the parties hereto intend the Merger (as defined below) shall qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations promulgated thereunder, and this Agreement is hereby adopted as a plan of reorganization for purposes of Section 368(a) of the Code and the Treasury Regulations promulgated thereunder;

WHEREAS, the shareholders of Women Corporate (DE) have approved this Agreement by execution of written consent;

WHEREAS, the shareholders of Women Corporate (FL) have approved this Agreement by execution of written consent;

NOW, THEREFORE, in consideration of the premises and mutual agreements and covenants herein contained, Women Corporate (DE) and Women Corporate (FL) hereby agree as follows:

1. **Merger.** Women Corporate (DE) shall be merged with and into Women Corporate (FL) (the "Merger") such that Women Corporate (FL) shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). Appropriate documents necessary to effectuate the Merger shall be filed with the Secretaries of State of the States of Florida and Delaware and the Merger shall become effective December 31, 2014 (the "Effective Date").

2. **Governing Documents.** The Articles of Incorporation of the Surviving Corporation in effect at the Effective Date shall be the Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law.

3. **Directors.** The persons who are directors of Women Corporate (FL) immediately prior to the Effective Date shall, after the Effective Date, be the directors of the Surviving Corporation, without

change until their successors have been duly elected and qualified in accordance with the governing documents of the Surviving Corporation.

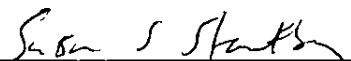
4. Officers. The persons who are officers of Women Corporate (FL) immediately prior to the Effective Date shall, after the Effective Date, be the officers of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the governing documents of the Surviving Corporation.

5. Succession. At the Effective Date, the separate corporate existence of Women Corporate (DE) shall cease and (i) all rights, privileges, powers and franchises of a public and private nature of each of the Constituent Corporations; (ii) all assets, property, real and personal, belonging to each of the Constituent Corporations; and (iii) all debts due to each of the Constituent Corporations on whatever account, including stock subscriptions and all other things in action; shall succeed to, be vested in and become the property of the Surviving Corporation without any further act or deed as they were of the respective Constituent Corporations. The title to any real estate vested by deed or otherwise and any other asset, in either of such Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of Women Corporate (DE) shall be preserved unimpaired. To the extent permitted by law, any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place. All debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of Women Corporate (DE), its shareholders, Board of Directors and committees thereof, officers and agents that were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Women Corporate (DE). The employees and agents of Women Corporate (DE) shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits that they enjoyed as employees and agents of Women Corporate (DE).

6. Conversion of Shares. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each share of Women Corporate (DE) common stock, issued and outstanding immediately prior to the Effective Date shall be changed and converted into one (1) share of Women Corporate (FL) common stock.

IN WITNESS WHEREOF, Women Corporate (DE) and Women Corporate (FL) have caused this Agreement to be executed and delivered as of the first date written above.

Women Corporate Directors Ltd, a Delaware Corporation


By: Susan S. Stautberg, President

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SECRETARY OF STATE
DIVISION OF CORPORATIONS

14 DEC -5 PM 3:08

Women Corporate Directors Corp., a Florida
Corporation

Susan S Stautberg
By: Susan S. Stautberg, President

Approved by:

Shareholders of Women Corporate Directors Ltd., a Delaware Corporation

Susan S Stautberg
Susan S. Stautberg

Alison A Winter
Alison A. Winter

Shareholders of Women Corporate Directors Corp., a Florida Corporation

Susan S Stautberg
Susan S. Stautberg

Alison A Winter
Alison A. Winter