

P15000072151

9/22/2015 10:07:37 AM From: To: 8500176350 (1/2)
Division of Corporations

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Florida Department of State
Division of Corporations
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EFFECTIVE DATE

9.30.15

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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**MERGER OR SHARE EXCHANGE
WES-GARDE COMPONENTS GROUP, INC.**

Merger

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$78.75

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Wes-Garde Components Group, 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:

Gail M. Weindruch

Contact Person

Andros, Floyd & Miller, P.C.

Firm/Company

864 Wethersfield Avenue

Address

Hartford, CT 06114-3184

City/State and Zip Code

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

For further information concerning this matter, please call:

Gail M. Weindruch

Name of Contact Person

At (860) 249-4400

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

EFFECTIVE DATE

9.30.2015

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)
Wes-Garde Components Group, Inc.	Florida	P15000072151

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Wes-Garde Components Group, Inc.	Connecticut	

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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 11:59 p.m. on 09 / 30 / 15 (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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 09/21/2015

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 09/21/2015

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

Robert C. Sorenson, Jr., Co-CEO

Robert C. Sorenson, Jr., Vice 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

Wes-Garde Components Group, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Wes-Garde Components Group, Inc.

Connecticut

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

On the effective date of the merger:

- (i) Wes-Garde Components Group, Inc., a Connecticut corporation (the "Merged Corporation") shall be merged into Wes-Garde Components Group, Inc., a Florida corporation (the "Surviving Corporation"), and the Surviving Corporation shall survive the merger;
- (ii) the separate corporate and legal existence of the Merged Corporation shall cease;
- (iii) the Surviving Corporation shall possess all of the rights and privileges of the Merged Corporation;
- (iv) all of the property and all debts due and every other interest of or belonging to the Merged Corporation shall be taken and vested in the Surviving Corporation without further action; and
- (v) the Surviving Corporation shall be responsible and liable for all of the liabilities and obligations of the Merged Corporation.

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:

(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:

1. The Articles of Incorporation of the surviving corporation shall continue to be its Articles of Incorporation on the effective date of the merger.

WES-GARDE COMPONENTS GROUP, INC.,
A Florida corporation

By: 
Robert C. Sorenson, Jr., Co-CEO

WES-GARDE COMPONENTS GROUP, INC.,
A Connecticut corporation

By: 
Robert C. Sorenson, Jr., Vice President

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Plan of Merger.

Fourth:

All of the presently issued and outstanding shares of stock of Wes-Garde Components Group, Inc., a Connecticut corporation (the "Merged Corporation") shall be cancelled and exchanged for a total of one thousand (1,000) shares of the common stock of Wes-Garde Components Group, Inc., a Florida corporation (the "Surviving Corporation") as follows: for each one (1) share of the common stock of the Merged Corporation exchanged, each shareholder will receive one (1) share of the common stock of the Surviving Corporation. There shall be one thousand (1,000) issued and outstanding shares of the common stock of the Surviving Corporation after the exchange of all shares of the Merged Corporation pursuant to this Plan of Merger.