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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: D & B 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:

Richard L. Winter

Contact Person

D & B Florida, Inc.

Firm/Company

4733 Stratford Court, #2102

Address

Naples, FL 34105

City/State and Zip Code

dickwinter@comcast.net

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

For further information concerning this matter, please call:

Richard Winter

Name of Contact Person

At (303) 522-4377

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

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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)
D & B Florida, Inc.	Florida	P16000007531

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BCW Ventures, Inc.	Florida	P17000013898

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.)

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 April 5, 2018.

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 April 5, 2018.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

D & B Florida, Inc

Richard P. Winter

Richard L. Winter, President & Director

BCW Ventures, Inc.

Brenda C. White

Brenda C. Winter, President & Director

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

D & B Florida, Inc.

Jurisdiction

Florida

Second: The name and jurisdiction of each merging corporation:

Name

BCW Ventures, Inc.

Jurisdiction

Florida

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

Effective April 5, 2018, Shareholders of BCW Ventures, Inc. will each receive 10 shares of stock in D & B Florida, Inc. in exchange for their ownership in BCW Ventures, Inc. The Merging Corporation's (BCW Ventures, Inc.) Articles of Incorporation, By-Laws, and Board of Directors in effect immediately before Closing Date will be the Articles of Incorporation, By-Laws, and Board of Directors of the Surviving Corporation (D & B Florida, Inc.). AS of Closing Date, the Surviving Corporation will possess all the rights, privileges, and immunities of each of the parties, all property belonging to the Merging Corporation will be transferred and vested in the Surviving Corporation without further act or deed, and the Surviving Corporation will be responsible for all liabilities of each of the Parties. The Parties intend that this transaction will be treated as a tax-free event under Section 368(a)(1)(A) of the Internal Revenue Service Code.

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:

The shares will be transferred by issuing new shares in the Surviving Corporation to shareholders of the Merging Corporation. All Assets and Liabilities will be transferred as is and absorbed into the Surviving Corporation.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
No changes are necessary.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
There are no other provisions relating to this merger.