

P16000007531

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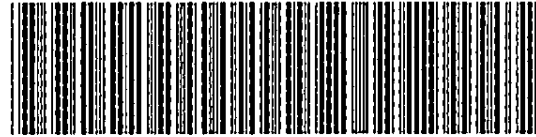
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: D & B Florida, Inc.

Name of Surviving Corporation

RECEIVED
OCT 10 AM 9:58
FBI

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

3790 Mossy Oak Drive

Address

Fort Myers, FL 33905

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 L. Winter 303 522-4377

Name of Contact Person At () 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)

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)
D & B, Inc.	Colorado	19871575699
Winter Enterprises, Inc.	Colorado	19901098426
H. W. & H., Inc.	Colorado	19921028821

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 October 7, 2019

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 October 7, 2019

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 L. Winter

Richard L. Winter, Director & President

D & B, Inc.

Richard L. Winter

Richard L. Winter, Director & President

Winter Enterprises, Inc.

Brenda G. White

Brenda C. Winter, Director & President

H. W. & H., Inc.

Richard R. Winter

Richard L. Winter, Director & 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:

<u>Name</u>	<u>Jurisdiction</u>
D & B Florida, Inc.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
D & B, Inc.	Colorado
Winter Enterprises, Inc.	Colorado
H. W. & H., Inc.	Colorado

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

Effective October 7, 2019, Shareholders of D & B, Inc. will each receive 9,906 shares of stock in D & B Florida, Inc. in exchange for their ownership in D & B, Inc. The Merging Corporation's 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 of 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. See Attachment below for Winter Enterprises, Inc. and HW&H, Inc. Terms:

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:

Third: The Terms and Conditions of the Merger are as follows:

Effective October 7, 2019, Shareholders of Winter Enterprises, Inc. will each receive 1,384 shares of stock in D & B Florida, Inc. in exchange for their ownership in Winter Enterprises, Inc. The Merging Corporation's 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 of 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.

Third: The Terms and Conditions of the Merger are as follows:

Effective October 7, 2019, Shareholders of H. W. & H., Inc. will each receive 1,228 shares of stock in D & B Florida, Inc. in exchange for their ownership in H. W. & H., Inc. The Merging Corporation's 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 of 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.