

P16000067137

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

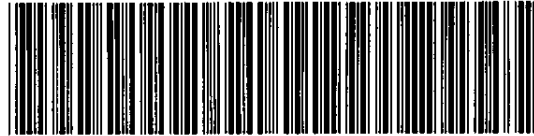
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100293764481

RECEIVED
DEPT. OF STATE
17 JAN -3 PM 4:30

FILED
2017 JAN -3 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

1405

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : ~~445988~~ 7999718
AUTHORIZATION : *Lyndell*
COST LIMIT : \$ 70.00

ORDER DATE : January 3, 2017
ORDER TIME : 3:19 PM
ORDER NO. : 445988-010
CUSTOMER NO: 7999718

ARTICLES OF MERGER

WESTINGCASTLE INC.

INTO

WESTINGCASTLE INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Melissa Zender

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Westingcastle Inc. (NJ)

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Andrew J. Stamelman, Esq.

Contact Person

c/o Sherman Wells et al. LLP

Firm/Company

210 Park Avenue, 2nd Floor

Address

Florham Park, NJ 07932

City/State and Zip Code

bkwok@shermanwells.com

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

For further information concerning this matter, please call:

Beatrice Kwok, Paralegal, c/o Sherman Wells et al. LLP At (973) 302-9704

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)

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)
Westingcastle Inc.	Florida	P16000067137

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Westingcastle Inc.	New Jersey	N/A

FILED
2017 JAN -3 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 December 12, 2016.

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 12, 2016.

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

Westinghouse Inc. (NJ)

Chili
Chili

Aili Liu, President

Westinghouse Inc. (FL)

Aili Liu, President

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

By and Between

**WESTINGCASTLE INC.
(a New Jersey corporation)**

and

**WESTINGCASTLE INC.
(a Florida corporation)**

AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

adopted on December 12, 2016 by Westingcastle Inc., a business corporation of the State of New Jersey, and by its Board of Directors on said date, and adopted on December 12, 2016 by Westingcastle Inc., a business corporation of the State of Florida, and by its Board of Directors on said date.

1. In a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code, the participating corporations, Westingcastle Inc., a New Jersey corporation, and Westingcastle Inc., a Florida corporation, shall, pursuant to the provisions of the New Jersey Business Corporation Act and the Florida Business Corporation Act, be merged with and into Westingcastle Inc., a Florida corporation, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Business Corporation. The separate existence of Westingcastle Inc., a New Jersey corporation, which is sometimes hereinafter referred to as the "Merging Corporation," shall cease upon said effective date in accordance with the provisions of the said New Jersey Business Corporation Act.

2. The number of outstanding shares of the Merging Corporation is one hundred (100) shares, all of which are of one class and are common shares, and all of which are entitled to vote.

3. The numbers of outstanding shares of the Surviving Corporation are one hundred (100) shares, all of which are of one class and are common shares, and all of which are entitled to vote.

4. The Articles of Incorporation of the Surviving Corporation as of the effective date of the merger shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the Florida Business Corporation Act.

5. The by-laws of the Surviving Corporation upon the effective date of the merger shall be the by-laws of said surviving corporation and shall continue in full force and

effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

6. All of the issued and outstanding shares of capital stock of Merging Corporation, immediately before the effective time and date of the merger shall be canceled. The issued and outstanding shares of stock of Surviving Corporation, shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the Surviving Corporation.

7. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the Surviving Corporation.

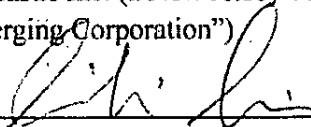
8. The Agreement of Merger and Plan of Reorganization herein made and adopted shall be submitted to the shareholders of the Merging Corporation and of the Surviving Corporation for their adoption or rejection in the manner prescribed by the provisions of the New Jersey Business Corporation Act and the Florida Business Corporation Act, respectively.

9. In the event that the Agreement Of Merger and Plan of Reorganization shall have been adopted by the shareholders entitled to vote of the Merging Corporation and of the Surviving Corporation in the manner prescribed by the provisions of the New Jersey Business Corporation Act and the Florida Business Corporation Act, respectively, the Merging Corporation and of the Surviving Corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the states of New Jersey and Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. The Board of Directors and the proper officers of the Merging Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement of Merger and Plan of Reorganization.

IN WITNESS WHEREOF, this Agreement of Merger and Plan of Reorganization has been executed by Westingcastle Inc., a business corporation of the State of New Jersey, and by Westingcastle Inc., a business corporation of the State of Florida all on the date first above written.

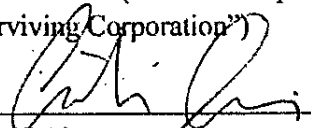
Westingcastle Inc. (a New Jersey corporation)
(the "Merging Corporation")

By: 

Name: Aili Liu

Title: President

Westingcastle Inc. (a Florida corporation)
(the "Surviving Corporation")

By: 

Name: Aili Liu

Title: President

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Westingcastle Inc. (NJ)

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Andrew J. Stamelman, Esq.

Contact Person

c/o Sherman Wells et al. LLP

Firm/Company

210 Park Avenue, 2nd Floor

Address

Florham Park, NJ 07932

City/State and Zip Code

bkwok@shermanwells.com

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

For further information concerning this matter, please call:

Beatrice Kwok, Paralegal, c/o Sherman Wells et al. LLP At (973) 302-9704

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