

PI 8000009228

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

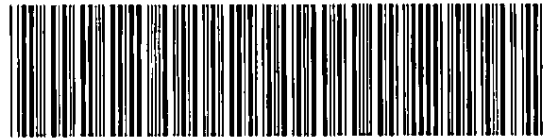
(Document Number)

Certified Copies Certificates of Status

Special Instructions to Filing Officer:

WALK IN \$ 43.75

Office Use Only



400322089654

S TALLENT
DEC 20 2018

FILED
18 DEC 19 AM 9:26
RECEIVED
18 DEC 19 PM 2:46

Merger

ST

CT CORP

3458 Lakeshore Drive, Tallahassee, FL 32312

850-656-4724

Date: 12/19/2018

Acc#I20160000072

en: c SW

Name:	WTB HOLDINGS 3, LLC
Document #:	
Order #:	11340940

Certified Copy of Arts & Amend:	<input type="checkbox"/>		
Plain Copy:	<input type="checkbox"/>		
Certificate of Good Standing:	<input type="checkbox"/>		
	<input type="checkbox"/>		
Apostille/Notarial Certification:	<input type="checkbox"/>	Country of Destination:	
		Number of Certs:	

Filing: <input checked="" type="checkbox"/>	Certified: <input checked="" type="checkbox"/>
	Plain: <input type="checkbox"/>
	COGS: <input type="checkbox"/>

Availability _____
Document _____
Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____
Ref# _____

Amount: \$ **43.75**

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WTB HOLDINGS 3, 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:

AUTUMN SUMMERS
Contact Person

KING & SPALDING LLP
Firm/Company

1180 PEACHTREE ST NE, SUITE 1700
Address

ATLANTA, GA, 30309
City/State and Zip Code

ASUMMERS@KSLAW.COM ✓
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

AUTUMN SUMMERS At (404) 572-2418
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)
WTB HOLDINGS 3, INC.	FLORIDA	P18000009228

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WTB HOLDINGS 4, INC.	FLORIDA	P18000009248
WTB HOLDINGS 5, INC.	FLORIDA	P18000008992
WTB HOLDINGS 6, INC.	FLORIDA	P18000008987

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 / 2018 (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 19, 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 DECEMBER 19, 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)

FILED
 19 DEC 19 PM 9:21


Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

WTB HOLDINGS 3, INC.



Richard Wise, President

WTB HOLDINGS 4, INC.

Richard Wise, President

WTB HOLDINGS 5, INC.

Richard Wise, President

WTB HOLDINGS 6, INC.

Richard Wise, 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>
WTB HOLDINGS 3, INC.	FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
WTB HOLDINGS 4, INC.	FLORIDA
WTB HOLDINGS 5, INC.	FLORIDA
WTB HOLDINGS 6, INC.	FLORIDA

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

Subject to the provisions of this agreement, the parties shall duly prepare, execute and file articles of merger complying with Section 607.1105 of the Florida Business Corporation Act with the Secretary of State of the State of Florida with respect to the merger. The merger shall become effective at 11:59 p.m. Eastern Standard Time on December 31, 2018.

The merger is intended to be a statutory merger or consolidation within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code, and this agreement is intended to be a "plan of reorganization" within the meaning of the regulations promulgated under Section 368(a) of the Internal Revenue Code and for the purpose of qualifying as a tax-free transaction for federal income tax purposes. The parties hereto will agree to report the merger as a tax-free reorganization under the provisions of Section 368(a). None of the parties hereto will take or cause to be taken any action which would prevent the transactions contemplated by this agreement from qualifying as a reorganization under Section 368(a).

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)

(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:

The Articles of Incorporation of WT3 Holdings 3 Inc. dated January 23, 2018, as in effect immediately prior to the merger shall be the Articles of Incorporation of the surviving corporation following the merger.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

Upon the effectiveness of the merger, the directors and officers of WT3 Holdings 3, Inc. immediately prior to the merger shall remain the respective directors and officers of the surviving corporation.

**PLAN OF MERGER
(NON-SUBSIDIARIES)
FOR
WTB HOLDINGS 3, INC.**

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:

1. Upon the merger becoming effective, by virtue of the merger, (i) all of the issued and outstanding shares of capital stock of each of the merging corporations shall be surrendered and canceled, without any action on the part of the parties to the merger or the shareholders of any of the parties to the merger, and (ii) all of the issued and outstanding shares of capital stock of WTB Holdings 3, Inc. outstanding immediately prior to the effectiveness of the merger, shall continue to be issued and outstanding as the capital stock of the surviving corporation immediately after the effectiveness of the merger.