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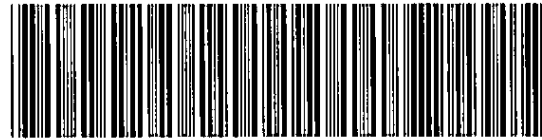
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*merge / name change*

JUL 02 2019

D CUSHING

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** J WALLACE MERGER SUB, 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:

Jeffrey Wallace

\_\_\_\_\_  
Contact Person

\_\_\_\_\_  
Firm/Company

2207 NE 15th Terrace

\_\_\_\_\_  
Address

Wilton Manors, Florida 33305

\_\_\_\_\_  
City/State and Zip Code

jeffrey@jwallacecreative.com

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

For further information concerning this matter, please call:

Jeffrey Wallace

\_\_\_\_\_  
Name of Contact Person

At ( 312 )

952-2354

\_\_\_\_\_  
Area Code & Daytime Telephone Number

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☐ 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  
OF  
J WALLACE CREATIVE, INC. F19 - 2040  
WITH AND INTO  
J WALLACE MERGER SUB, INC. P19 - 47347

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DIVISION OF CORPORATIONS  
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This Articles of Merger ("Articles of Merger"), dated as of June 12, 2019, is for the undersigned, **J Wallace Merger Sub, Inc.**, a Florida corporation (the "Surviving Corp."), in compliance with the requirements of the Florida Business Corporation Act (the "Florida Act") and the Indiana Business Corporation Law (the "Indiana Act"), and desiring to effect a merger (the "Merger") of **J Wallace Creative, Inc.**, an Indiana corporation (the "Merging Corp."), with and into the Surviving Corp., and acting by its duly authorized officer, hereby sets forth the following facts:

**ARTICLE I**  
**Surviving Corporation**

The name of the corporation surviving the Merger is **J Wallace Merger Sub, Inc.** (the "Surviving Corp."), and such name has been changed as a result of the Merger to **J Wallace Creative, Inc.** The Surviving Corp. is a Florida domestic corporation incorporated on May 29, 2019 and existing pursuant to the provisions of the Florida Act.

**ARTICLE II**  
**Merging Corporation**

The name of the corporation merging into the Surviving Corp. is **J Wallace Creative, Inc.** (the "Merging Corp."). The Merging Corp. is an Indiana domestic corporation incorporated on November 3, 2009.

**ARTICLE III**  
**Plan of Merger**

Section 3.1. Plan of Merger. The Plan of Merger, containing such information as required by Florida Statutes §§ 607.1105 *et seq.*, is set forth in "**Exhibit A**", attached hereto and made a part hereof.

Section 3.2. Effective Date. The effective date and time of the Merger shall be the date and time when these Articles of Merger have been duly filed with the Florida Department of State.

**ARTICLE IV**  
**Manner of Adoption and Vote**

The manner of adoption and vote by which the Plan of Merger was adopted and approved by each corporation party to the Merger is as follows:

Section 4.1. Action by the Surviving Corp. By unanimous written consent dated May 30, 2019, the Board of Directors of the Surviving Corp. adopted the Plan of Merger and recommended it to the shareholder, and its shareholder, by unanimous written consent, approved it.

Section 4.2. Action by the Merging Corp. By unanimous written consent dated May 30, 2019, the Board of Directors of the Merging Corp. adopted the Plan of Merger and recommended it to the shareholder, and its shareholder, by unanimous written consent, approved it.

Section 4.3. Compliance with Legal Requirements. The manner of adoption of the Plan of Merger, and the votes by which it was adopted and approved, constitute full legal compliance with the provisions of the Florida Act and the Indiana Act and the Articles of Incorporation and Code of Bylaws of the Surviving Corp. and the Merging Corp.

**IN WITNESS WHEREOF**, each undersigned corporation has caused this Articles of Merger to be signed and executed by a duly authorized officer who verifies, subject to penalties of perjury, that the statements contained herein are true, on the date and year first above written.

**J Wallace Merger Sub, Inc.**

Jeffrey Wallace  
By: Jeffrey Wallace (Jun 13, 2019)  
Jeffrey Wallace, President

**J Wallace Creative, Inc.**

Jeffrey Wallace  
By: Jeffrey Wallace (Jun 13, 2019)  
Jeffrey Wallace, President

**PLAN OF MERGER  
OF  
J WALLACE CREATIVE, INC.  
INTO  
J WALLACE MERGER SUB, INC.**

**Exhibit A**

This Plan of Merger ("Plan of Merger"), dated as of June 12, 2019, is for **J Wallace Creative, Inc.**, an Indiana corporation (the "Merging Corp.") to merge with and into **J Wallace Merger Sub, Inc.**, a Florida corporation (the "Surviving Corp.") (collectively, the "Constituent Corporations"). This Merger is being effected under this Plan of Merger in accordance with §§ 607.1101 *et seq.* of the Florida Business Corporation Act and the Indiana Business Corporation Law, as amended (collectively, the "Acts").

**RECITALS**

**WHEREAS**, Merging Corp. is a corporation duly organized and validly existing under the laws of the State of Indiana;

**WHEREAS**, Surviving Corp. is a corporation duly organized and validly existing under the laws of the State of Florida;

**WHEREAS**, Merging Corp. has authorized 1,000 shares of common stock, no par value per share, 1,000 shares of which are issued and outstanding;

**WHEREAS**, Surviving Corp. has authorized 1,000 shares of common stock, no par value per share, 1,000 shares of which are issued and outstanding;

**WHEREAS**, Surviving Corp. and Merging Corp. have determined that it is advisable and in the best interests of the Constituent Corporations that Merging Corp. be merged with and into Surviving Corp. (the "Merger") upon the terms and subject to the conditions set forth in this Plan of Merger and in accordance with the Acts.

**NOW, THEREFORE**, in consideration of the foregoing and for the purpose of setting forth the terms, conditions and method of effecting the Merger, the parties agree as follows:

**ARTICLE I  
Merger and Effective Date**

1.1 **Merger.** Merging Corp. shall be merged with and into Surviving Corp. in accordance with the Acts.

1.2 **Effective Date.** The effective date of the Merger shall be upon filing the Articles of Merger with the Florida Department of State (the "Effective Date").

1.3 **Survival of the Merger.** On the Effective Date, the separate existence of Merging Corp. shall cease and Surviving Corp. shall survive the Merger and continue doing business as a Florida corporation.

1.4 Name. The name of Surviving Corp. shall be **J Wallace Merger Sub, Inc.** and such name shall be changed as a result of the Merger to **J Wallace Creative, Inc.**

## **ARTICLE II**

### **Articles of Incorporation; Bylaws; Registered Agent and Office**

2.1 Articles of Incorporation. On and after the Effective Date, the Articles of Incorporation of Surviving Corp. shall be amended to reflect the change of the name of the Surviving Corp. to J Wallace Creative, Inc. In all other respects, the Articles of Incorporation of the Surviving Corp., as in effect immediately before the Effective Date, shall constitute the Articles of Incorporation of Surviving Corp. (the "Surviving Articles"), and shall not be further amended in any respect by reason of this Plan of Merger, subject to the right of Surviving Corp. to amend the Surviving Articles in accordance with the laws of the State of Florida and the Surviving Articles.

2.2 Bylaws. On and after the Effective Date, the Bylaws of Surviving Corp., as in effect immediately before the Effective Date, shall constitute the Bylaws of Surviving Corp. (the "Surviving Bylaws"), and shall not be amended in any respect by reason of this Plan of Merger, subject to the right of Surviving Corp. to alter, amend or repeal the Surviving Bylaws in accordance with the laws of the State of Florida, the Surviving Articles and the Surviving Bylaws.

2.3 Registered Agent and Registered Office. On and after the Effective Date, the Registered Agent of Surviving Corp., Jeffrey Wallace, as in effect immediately before the Effective Date, shall remain the Registered Agent (the "Registered Agent"), and the Registered Office at 2207 NE 15th Terrace, Wilton Manors, Florida 33305 shall remain the Registered Office (the "Registered Office"), subject to the right of Surviving Corp. to change the Registered Agent and Registered Office in accordance with the laws of the State of Florida and the Surviving Articles.

## **ARTICLE III**

### **Directors and Officers**

On and after the Effective Date, the officers and directors of Surviving Corp. shall remain the same.

## **ARTICLE IV**

### **Manner of Converting**

4.1 Cancellation of Merging Corp. Issued Shares. On the Effective Date, by virtue of this Merger and without any action on the part of Surviving Corp. or Merging Corp.:

a. Each share of capital stock of Merging Corp. issued and outstanding immediately before the Effective Date shall automatically and by operation of law be cancelled, and all certificates evidencing ownership of such shares shall be surrendered and cancelled and thereafter shall be void and of no effect.

4.2 Existence of Surviving Corp. Issued Shares. On the Effective Date, all issued and outstanding shares of common stock of Surviving Corp. shall be and remain issued and outstanding shares of common stock of Surviving Corp.

#### **ARTICLE V** **Transfer of Rights**

From and after the Effective Date, Surviving Corp. shall, without further transfer, succeed to and thereafter possess and enjoy all of the public or private rights, privileges, immunities and franchises, and be subject to all of the public and private restrictions, liabilities and duties, of each of the Constituent Corporations. All property (real, personal and mixed) of, all debts (on whatever account) due to, and all things in action and each and every other interest of or belonging or due to, each of the Constituent Corporations shall be taken by and deemed to be transferred to and vested in Surviving Corp. without further act, deed or other instrument; and the title to any real estate or any interest in any such real estate, vested by deed or otherwise in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the Merger.

#### **ARTICLE VI** **Liabilities**

From and after the Effective Date: (1) all rights of creditors and all liens (if any) upon the property of either of the Constituent Corporations shall be preserved unimpaired by the Merger; (2) all debts, liabilities, obligations and duties (collectively, the "Obligations") of either of the Constituent Corporations shall become the responsibility and liability of Surviving Corp. and may be enforced against it to the same extent as if such Obligations had been incurred or contracted by it; and (3) any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the Merger had not taken place, or Surviving Corp. may be substituted in the place of Merging Corp. in such action or proceeding.

#### **ARTICLE VII** **Corporate Acts**

From and after the Effective Date, all corporate acts, plans, policies, arrangements, approvals and authorizations (collectively, the "Corporate Acts") of Merging Corp., its directors, employees and agents that were valid and effective immediately before the Effective Date shall be taken for all purposes as the Corporate Acts of Surviving Corp.

#### **ARTICLE VIII** **Additional Documents**

The Board of Directors and the proper officers of each of the Constituent Corporations 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 Plan of Merger or of the merger herein provided for.

[Signature Page Follows]

**IN WITNESS WHEREOF**, each of the Constituent Corporations executes this Plan of Merger on the date and year first above written.

**J Wallace Merger Sub, Inc.**

*Jeffrey Wallace*  
By: Jeffrey Wallace (Jun 13, 2019)  
Jeffrey Wallace, President

**J Wallace Creative, Inc.**

*Jeffrey Wallace*  
By: Jeffrey Wallace (Jun 13, 2019)  
Jeffrey Wallace, President