

P21000102799

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

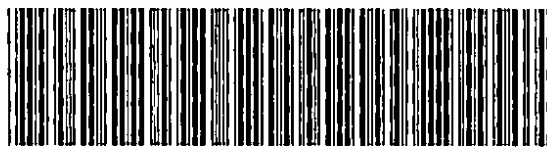
(Business Entity Name)

(Document Number)

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2022 MAY 23 PM 12:47

FILED

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MAY 25 2022

*00789, 07015, 00663, 00524, 00671: -

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CBW Marketing, Inc.
Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Nicole K. Denly Dighton

Contact Person

Willey Law Firm, P.C.

Firm/Company

3519 Center Point Rd. N.E.

Address

Cedar Rapids, IA 52402

City/State and Zip Code

n.dighton@willeylaw.com; beth@walklaw.com

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

For further information concerning this matter, please call:

Nicole K. Denly Dighton

Name of Contact Person

At (319) 200-6717

Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and diligent in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.



RECEIVED

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MAY 23 PM 12:03

STATE OF FLORIDA
TALLAHASSEE, FL

April 8, 2022

NICOLE K. DENLY DIGHTON
WILLEY LAW FIRM, P.C.
3519 CENTER POINT RD, N.E.
CEDAR RAPIDS, IA 52402 US

SUBJECT: CBW MARKETING, INC.
Ref. Number: P21000102799

We have received your document for CBW MARKETING, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6823.

Annette Ramsey
OPS

Letter Number: 822A00008231

ENCLOSURE

ARTICLES OF MERGER

FILED

2022 MAY 23 PM 4:27
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF FLORIDA

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>CBW Marketing, Inc.</u>	<u>Florida</u>	<u>Corp.</u>	<u></u>

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>onder Marketing & Management, Inc.</u>	<u>Iowa</u>	<u>Corp.</u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and the organic law governing the other parties to the merger.

FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FTH: Please check one of the boxes that apply to domestic corporations:

The plan of merger was approved by the shareholders and each separate voting group as required.

The plan of merger did not require approval by the shareholders.

TH: Please check box below if applicable to foreign corporations

The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

ENTH: Please check box below if applicable to domestic or foreign non corporation(s).

Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

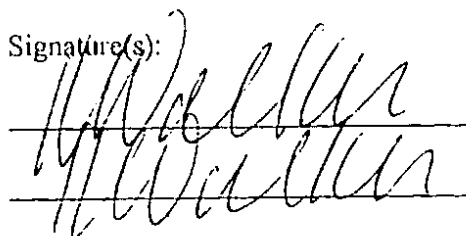
NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

CBW Marketing, Inc.

Wonder Marketing & Management, Inc.

Signature(s):



Typed or Printed
Name of Individual:

Kathryn E. Walker

Kathryn E. Walker

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

Articles of Merger

Wonder Marketing & Management, Inc. (an Iowa Corporation)

And

CBW Marketing, Inc. (a Florida Corporation)

Into

CBW Marketing, Inc. (a Florida Corporation)

Pursuant to the provisions of Section 807.1101 (2021) of the Florida Business Corporation Act, the undersigned domestic and foreign corporations adopt the following articles of merger for the purpose of merging them into one of such corporations:

First: The names of the undersigned corporations and the states under the laws of which they are respectively organized are:

WONDER MARKETING & MANAGEMENT, INC., AN IOWA CORPORATION
CBW MARKETING, INC., A FLORIDA CORPORATION

Second: The laws of the state under which such foreign corporation is organized permit such a merger.

Third: The name of the surviving corporation is CBW Marketing, Inc. and it is to be governed by the laws of the state of Florida.

Fourth: The following plan of merger was approved by the shareholders of the undersigned domestic corporation in the manner prescribed by the Florida Business Corporation Act and was approved by the undersigned foreign corporation in the manner prescribed by the laws of the state under which it is organized: See Plan of Merger appended to these Articles.

Fifth: As to each of the undersigned corporations, the number of shares outstanding, and the designation and number of outstanding shares of each class entitled to vote as a class on such plan are as follows:

Name of corporation	Number of outstanding shares	Designation class of shares	Number of shares in each class
Wonder Marketing & Management, Inc., An Iowa corporation	100	common stock	20,000
CBW Marketing, Inc., a Florida corporation	100	common stock	20,000


Sixth: As to each of the undersigned corporations, the total number of shares voted for and against such plan, respectively, and, as to each class entitled to vote thereon as a class, the number of shares of such class voted for and against such plan, respectively, are as follows:

Name of corporation	Number of shares voted for merger	Number of shares voted against merger
Wonder Marketing & Management, Inc.. An Iowa corporation	100	0
CBW Marketing, Inc.. a Florida corporation	100	0


Seventh: If the surviving corporation is to be governed by the laws of any other state, such surviving corporation hereby: (a) agrees that it may be served with process in the state of Iowa in any proceeding for the enforcement of any obligation of the undersigned domestic corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of such domestic corporation against the surviving corporation; (b) irrevocably appoints the secretary of state of Iowa as its agent to accept service of process in any such proceeding; and (c) agrees that it will promptly pay to the dissenting shareholders of such domestic corporation the amount, if any, to which they shall be entitled under the provisions of the Iowa Business Corporation Act with respect to the rights of dissenting shareholders.

Dated: 3-2-2022

Wonder Marketing & Management, Inc., an Iowa corporation

By: 
Corey J. Walker
Its President & Secretary

and


Kathryn E. Walker
Its Vice President & Treasurer

Dated: 3-2-2022

CBW Marketing, Inc., a Florida corporation

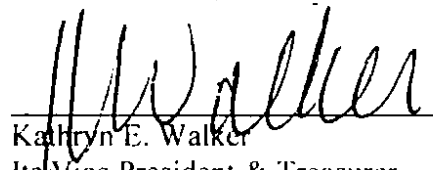
By:



Corey J. Walker

Its President & Secretary

and



Kathryn E. Walker

Its Vice President & Treasurer

Agreement and Plan of Merger

Agreement of merger made and adopted on March 4, 2022, pursuant to Florida Statutes 807.1101 (2021) between **Wonder Marketing & Management, Inc.**, a corporation organized and existing under the laws of the State of Iowa, and **CBW Marketing, Inc.**, a corporation organized and existing under the laws of the State of Florida.

The parties recite and declare that:

A. Both of the constituent corporations desire to merge into a single corporation.

B. **Wonder Marketing & Management, Inc.** by its Articles of Incorporation, which were filed in the office of the Secretary of State of the State of Iowa on December 15, 2011, has an authorized capital stock consisting of 1,000 shares of common stock without nominal or par value, of which stock 100 shares of such common stock is now issued and outstanding and such share shall be canceled pursuant to this plan and agreement of merger.

C. **CBW Marketing, Inc.** a corporation organized under the laws of the State of Florida by its Articles of Incorporation, which were filed in the office of the Secretary of State of the State of Florida, on December 8, 2021, has an authorized capital stock consisting of 20,000 shares of no par value common stock of which stock 100 shares are now issued and outstanding.

D. The registered office of Wonder Marketing & Management, Inc. in the State of Iowa is located at 3570 NW 80th Lane, Ankeny, Polk County, Iowa 50023, and the name of its registered agent at such address is Kathryn Walker.

E. The registered office of CBW Marketing, Inc. in the State of Florida is located at 6108 Kipps Colony Dr. W., Gulfport, Pinellas County, FL 33707, and the name and address of its registered agent is Kathryn E. Walker of 6108 Kipps Colony Dr. W., Gulfport, Pinellas County, FL 33707.

The corporations, parties to this agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of the merger and mode of carrying the same into effect as follows:

SECTION ONE. MERGER

Wonder Marketing & Management, Inc., a corporation organized under the laws of the State of Iowa, hereby merges into CBW Marketing, Inc., a corporation organized under the laws of the State of Florida, and CBW Marketing, Inc. shall be the surviving corporation.

SECTION TWO. AMENDMENT OF CHARTER

The Articles of Incorporation of CBW Marketing, Inc., a Florida corporation, as heretofore

amended and as in effect on the day of the merger provided for in this agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

SECTION THREE. CONVERSION OF SHARES

The manner of converting outstanding shares of the capital stock of each of the constituent corporations into the shares or other securities of the surviving corporation shall be as follows:

- (a) Each share of common stock of the surviving corporation, which shall be issued and outstanding on the effective date of this agreement, shall be canceled.
- (b) Each share of common stock of the merged corporation which shall be outstanding on the effective date of this agreement, and all rights in respect thereof shall forthwith be changed and converted into stock of the surviving corporation in the following manner:
 - (1) Erik Bair shall be issued one share of the common stock of the surviving corporation for each of his one shares of the merged corporation, or a total of 100 shares of the common stock.
- (c) After the effective date of this agreement each holder of an outstanding certificate representing shares of common stock of the merged corporation shall surrender the same to the surviving corporation and each such holder shall be entitled on such surrender to receive the number of shares of stock of the surviving corporation on the basis provided herein. Until so surrendered the outstanding shares of the stock of the merged corporation to be converted into the stock of the surviving corporation as provided herein, may be treated by the surviving corporation for all corporate purposes as evidencing the ownership of shares of the surviving corporation as though the surrender and exchange had taken place.

SECTION FOUR. TERMS AND CONDITIONS OF MERGER

The terms and conditions of the merger are as follows:

- (a) The bylaws of the surviving corporation as they shall exist on the effective day of this agreement shall be and remain the bylaws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.
- (b) The directors and officers of the surviving corporation shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.
- (c) This merger shall become effective on filing with the Secretary of State of the State of Florida. However, for all accounting purposes the effective day of the merger shall be as of the close of business on March 1, 2022.

(d) On the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve on the surviving corporation without further act or deed, and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

(e) All corporate acts, plans, policies, contracts, approvals and authorizations of the merged corporation, its shareholders, board of directors, committees elected or appointed by the board of directors, officers and agents, which were valid and effective immediately prior to the effective day of the merger shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the surviving corporation and shall be as effective and binding thereon as the same were with respect to the merged corporation. The employees of the merged corporation shall become the employees of the surviving corporation and continue to be entitled to the same rights and benefits that they enjoyed as employees of the merged corporation. Any employee plan or agreement of the merged corporation shall be adopted, effective and binding on the surviving corporation as the same were with respect to the merged corporation.

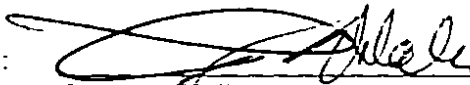
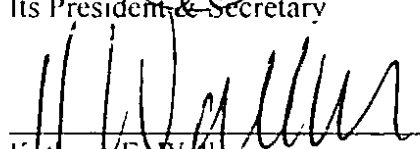
(f) The surviving corporation hereby (1) agrees that it may be served with process in the State of Florida in any proceeding for the enforcement of any obligation of the merged corporation and in any proceeding for the enforcement of the rights of a dissenting shareholder of the merged corporation; (2) irrevocably appoints the Secretary of State of the State of Florida as its agent to accept service or process in any such proceedings; and (3) agrees that it will promptly pay to dissenting shareholders of the merged corporation the amount, if any, to which they shall be entitled pursuant to the laws of the State of Florida.

SECTION FIVE. TERMINATION OR ABANDONMENT


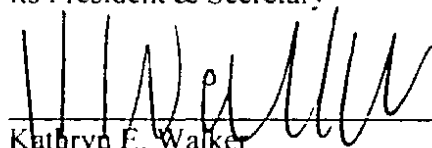
Anything in this agreement or elsewhere to the contrary notwithstanding, this agreement may be terminated and abandoned by the board of directors of either constituent corporation at any time prior to the date of filing the agreement with the Secretary of State.

In witness whereof, the parties have executed this agreement in triplicate at Florida the day and year first above written.

Wonder Marketing & Management, Inc., an Iowa corporation

By: 
Corey J. Walker
Its President & Secretary
and

Kathryn E. Walker
Its Vice President & Treasurer

CBW Marketing, Inc., a Florida corporation

By: 
Corey J. Walker
Its President & Secretary
and

Kathryn E. Walker
Its Vice President & Treasurer