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MERGER OR SHARE EXCHANGE

TKW Textiles, Inc.

Certificate of Status	0
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November 17, 2022

FLORIDA DEPARTMENT OF STATE
Division of Corporations

TKW TEXTILES, INC.
410 CEDAR STREET
DESTIN, FL 32541US

SUBJECT: TKW TEXTILES, INC.
REF: P22000085158

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections, and refax the complete document, including the electronic filing cover sheet.

Please include a statement that the surviving entity exists before the merger and is a domestic filing entity.

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

FAX Aud. #: H22000371850
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ARTICLES OF MERGER

Pursuant to Section 607.1105, *Florida Business Corporation Act*, these Articles of Merger are submitted to merge TKW TEXTILES, INC., a California stock corporation, with and into TKW TEXTILES, INC., a Florida corporation.

FIRST: The name of the merging entity of this merger is TKW Textiles, Inc., a California stock corporation ("Merging Entity").

SECOND: The name of surviving entity of this merger is TKW Textiles, Inc., a Florida corporation (Florida Document Number P22000085158) ("Surviving Entity"). This entity exists before the merger and is a domestic filing entity.

THIRD: The Plan of Merger is attached as Exhibit A.

FOURTH: The merger is effective for all purposes on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was approved by the Board of Directors and Shareholders of each merging corporation on October 28, 2022, in accordance with Section 607.1101(1)(a) and Section 607.1103, *Florida Statutes*.

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

Dated on the date set forth below.

MERGING ENTITY:

TKW TEXTILES, INC., a California stock corporation

By: Tim Ward
Tim Ward, Chief Executive Officer

Date: October 28, 2022

SURVIVING ENTITY:

TKW TEXTILES, INC., a Florida corporation

By: Tim Ward
Tim Ward, Chief Executive Officer

Date: October 28, 2022

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CLERK OF COURT
JULIA F. JONES

Exhibit A
PLAN OF MERGER

[Attached]

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CLERK

PLAN OF MERGER

THIS IS A PLAN OF MERGER entered into by and between TKW Textiles, Inc., a California stock corporation (California document number 4220569) ("CA Corp") and TKW Textiles, Inc., a Florida corporation (Florida Document Number P22000085158) ("FL Corp").

S T I P U L A T I O N S:

A. The CA Corp is a stock corporation incorporated and existing under the laws of the State of California, with its principal office at 322 Anacapa Island Drive, Camarillo, California 93012. The shareholders of the CA Corp are Tim Ward and Julie Rutherford.

B. FL Corp is a corporation incorporated under the laws of the State of Florida, with its principal office at 410 Cedar Street, Destin, Florida 32541. The shareholders of the FL Corp are Tim Ward and Julie Rutherford.

C. The Board of Directors and shareholders of both the CA Corp and the FL Corp deem it desirable and in the best interest of the CA Corp and the FL Corp that the CA Corp be merged with and into the FL Corp in accordance with Florida and California law, with the FL Corp being the surviving entity.

D. For US federal income tax purposes, the CA Corp and FL Corp intend to the fullest extent applicable that the merger qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, THE CA CORP AND THE FL CORP AGREE AS FOLLOWS:

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Section 1. Merger. The CA Corp shall merge with and into the FL Corp, and the FL Corp shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of the CA Corp shall cease, and the FL Corp shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed, of the CA Corp without the necessity for any separate transfer. The FL Corp shall thereafter be responsible for all of the liabilities and obligations of the CA Corp, and neither the rights of creditors nor any liens on the property of the CA Corp shall be impaired by the merger.

Section 3. Shares. Upon the merger of the CA Corp into the FL Corp, each current share of the CA Corp issued and outstanding at such time shall be converted into the right to receive one validly issued, fully paid and non-assessable common share, par value \$0.01 per share, of the FL Corp. Upon surrender by the shareholders of the CA Corp of the certificates for their shares for cancellation, the shareholders shall be entitled to receive in exchange therefor one or more FL Corp common shares representing, in the aggregate, the whole number of shares that such holder has the right to receive under this Section 3. Each certificate surrendered pursuant to the previous sentence shall forthwith be canceled.

Section 4. Articles of Incorporation. The Articles of Incorporation of the FL Corp submitted with the Articles of Merger shall be the Articles of Incorporation of the FL Corp following the merger unless and until revised in accordance with the Articles of Incorporation and the Bylaws of the FL Corp.

Section 5. Bylaws. The Bylaws of the FL Corp shall continue to be the Bylaws of the FL Corp following the merger unless and until revised in accordance with the Articles of Incorporation and the Bylaws of the FL Corp.

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Section 6. Directors and Officers. The directors and officers of the CA Corp prior to the merger shall be the directors and officers of the FI Corp from and after the merger and shall hold office until the earlier of their respective death, resignation, or removal or until their respective successors are duly elected or appointed and qualified in the manner provided for in the Articles of Incorporation and the Bylaws of the FI Corp.

Section 7. Effective Date of Merger. The effective date of this merger shall be the date the Articles of Merger are filed with the Florida Department of State.

Section 8. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

[Signature page follows.]

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Dated on the dates set forth below.

EXECUTIVES AND SHAREHOLDERS:

DocuSigned by:
Tim Ward
4E0AF239CE84474

Tim Ward

Date: 10/26/2022

DocuSigned by:
Julie Rutherford
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Julie Rutherford

Date: 10/28/2022

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