

P230000025198

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

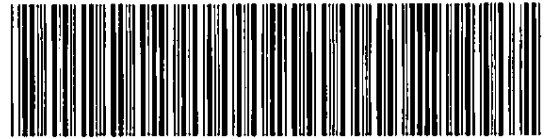
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400419925594

merged
effective' date 12-31-23

12/14/23--01001--004 **70.00

FILED
2023 DEC 19 AM 9:30

RECEIVED

2023 DEC 13 PM 3:32

2023 DEC 13 PM 3:32
TALLAHASSEE, FLORIDA

A. R. ...
DEC 20 2023

X00789, 00524, 00671

**CORPORATE
ACCESS,
INC.**

When you need ACCESS to the world

236 East 6th Avenue, Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

WALK IN

PICK UP: BROOK 12/13

CERTIFIED COPY

XX PHOTOCOPY

GS

XX FILING

MERGER

1. WEBB PROPERTIES SWF, INC.

(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)P

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

Corrected



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 14, 2023

CORPORATE ACCESS, INC.

TALLAHASSEE, FL 32303

SUBJECT: WEBB PROPERTIES SWF, INC.
Ref. Number: P23000025198

We have received your document for WEBB PROPERTIES SWF, 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):

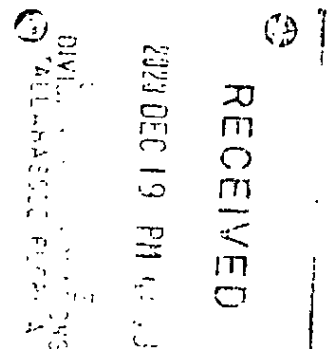
Please include the statement in the third paragraph on the attached merger form and the statement in the fourth paragraph of the attached merger form (this entity exists before the merger and is a domestic filing entity).

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) 245-6050.

Annette Ramsey
OPS

Letter Number: 323A00028521



COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Webb Properties SWF, 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:

Ardra Wong

Contact Person

STERN KEISER & PANKEN, LLP

Firm/Company

1025 WESTCHESTER AVENUE, SUITE 403

Address

WHITE PLAINS, NY 10604

City/State and Zip Code

ron@bartoncadillac.com

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

For further information concerning this matter, please call:

Ardra Wong

Name of Contact Person

At (914) 428-8800

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

FILED

ARTICLES OF MERGER
(Profit Corporations)

2023 DEC 19 AM 9:30

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)
Webb Properties SWF, Inc.	FLORIDA	P23000025198

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Webb Properties, Inc.	NEW YORK	DOS ID 886544

Third: The Plan of Merger is attached. This entity exists before the merger and is a domestic filing entity.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State. This entity exists before the merger and is a domestic filing entity.

OR 12 / 31 / 2023 (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 _____.

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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on February 28, 2023 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

Webb Properties SWF, Inc.

X



RONALD K. BARTON, PRESIDENT

Webb Properties, Inc.

X



RONALD K. BARTON, 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:

Name

Jurisdiction

Webb Properties SWF, Inc.

Florida

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

Name

Jurisdiction

Webb Properties, Inc.

New York

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

In connection with a reincorporation pursuant to IRC § 368(a)(1)(F) and in accordance with the terms of the Plan of Merger attached.

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:

(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:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

Webb Properties SWF, Inc.

FLORIDA

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

Webb Properties, Inc.

NEW YORK

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

SEE PLAN OF MERGER ATTACHED HERETO.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

SEE PLAN OF MERGER ATTACHED HERETO.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: