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Division of Corporations

2018-12-21 13:57:29 CST

19542080845 From: Range.McGraw

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE  
IVY DISTRIBUTORS, INC.

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**ARTICLES OF MERGER**  
(Profit Corporations)

SECRETARY OF STATE  
TALLAHASSEE, FL

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><br>(If known/ applicable) |
|------------------------|---------------------|--|
| Ivy Distributors, Inc. | Florida             | P93000039270                                     |

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

| <u>Name</u>                          | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|--------------------------------------|---------------------|--|
| W & R Capital Management Group, Inc. | Delaware            | 4619140  |
| _____                                | _____               | _____  |
| _____                                | _____               | _____  |
| _____                                | _____               | _____  |
| _____                                | _____               | _____  |

**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 Dec. 21, 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 Dec. 21, 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)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual &  
Title

Ivy Distributors, Inc.

235

Jeffrey P. Bennett, Secretary

W & R Capital Management  
Group, Inc.

215

Jeffrey P. Bennett, Secretary

## PLAN OF MERGER

The following plan of merger is entered as of December 21, 2018 and is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of the State of Delaware.

**First:** The name and jurisdiction of the surviving corporation: Ivy Distributors, Inc., a Florida corporation ("IDI").

**Second:** The name and jurisdiction of each merging corporation: W & R Capital Management Group, Inc. ("WRCMG").

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

1. Upon the terms and subject to the conditions set forth in this Plan of Merger (this "Agreement"), WRCMG shall merge with and into IDI (the "Merger") under and in accordance with the Florida Business Corporation Act (the "Florida Law") and the General Corporation Law of Delaware (the "Delaware Law").

2. Subject to the provisions of this Agreement, on the date hereof, the parties shall duly prepare, execute and file articles of merger complying with Section 601.1105 of the Florida Law with the Florida Department of State, Division of Corporations, with respect to the Merger (the "FL Articles of Merger"). The parties shall also duly prepare, execute and file a certificate of merger complying with Section 252 of the Delaware Law with the Secretary of State of the State of Delaware with respect to the Merger. The Merger shall become effective at 11:59:58 p.m. Central Standard Time on the day of the filing of the FL Articles of Merger (the "Effective Time").

3. Following the Effective Time, IDI shall be the surviving corporation and the separate corporate existence of WRCMG shall cease.

4. The Articles of Incorporation and the Bylaws of IDI immediately prior to the Effective Time shall be the Articles of Incorporation and the Bylaws of the surviving corporation from and after the Effective Time.

5. The directors and officers of IDI immediately prior to the Effective Time shall be the directors and officers of the surviving corporation from and after the Effective Time.

6. The Merger shall qualify as a corporate reorganization in accordance with § 368(a)(1)(D) of the Internal Revenue Code of 1986, as amended.


**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:

a. Each share of common stock, par value \$0.01 per share, of WRCMG issued and outstanding immediately prior to the Effective Time shall be canceled and shall cease to exist, and no stock of IDI or other consideration shall be delivered in exchange therefor.

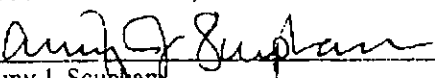
b. All shares of common stock of IDI issued and outstanding immediately prior to the Effective Time shall not be converted or exchanged but shall remain outstanding as shares of common stock of IDI.

IN WITNESS WHEREOF, WRCMG and IDI have caused this Agreement to be executed and delivered by their duly authorized officers as of the date first above written.

**W & R CAPITAL MANAGEMENT GROUP, INC.**

By:   
Amy J. Scupham

**IVY DISTRIBUTORS, INC.**

By:   
Amy J. Scupham