

994000075919

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

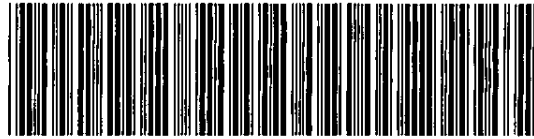
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
08 NOV 18 AM 11:52

T. Roberts NOV 24 2008

LAW OFFICES OF  
**JEFF TOMBERG, J.D., P.A.**  
P.O. Box 1426  
626 S.E. 4th Street  
Boynton Beach, Florida 33435

Jeff Tomberg  
Board Certified Civil  
Trial Lawyer

November 17, 2008

(561) 732-6488  
(561) 737-1345  
FAX: (561) 734-8971

e-mail: [piatty@yahoo.com](mailto:piatty@yahoo.com)

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: **BTW, Inc. merger with Pence Properties, Inc.**

Dear Sir/Madam:

Enclosed please find two copies of the Articles of Merger and Plan of Merger together with the corporate resolutions for approval of same.

Kindly forward a copy of these documents to me at the above address after filing.

Enclosed please find a check in the amount of \$78.75 for filing same.

Thank you.

Very truly yours,



JEFF TOMBERG

JET/rt

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** BTW, 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:

Jeff Tomberg, Esq.  
(Contact Person)

Jeff Tomberg, J.D., P.A.  
(Firm/Company)

P.O. Box 1426  
(Address)

Boynton Beach, Florida 33425  
(City/State and Zip Code)

For further information concerning this matter, please call:

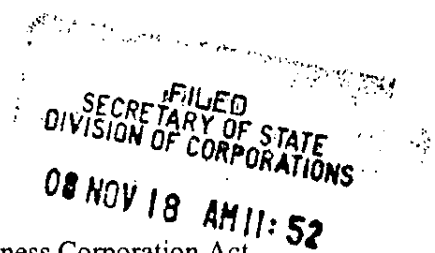
Jeff/Bobbe At ( 561 ) 737-1345  
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ 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

**ARTICLES OF MERGER**  
(Profit Corporations)



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)
<u>BTW INC.</u>	<u>Palm Beach County, FL</u>	<u>P94000075919</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>PENCE PROPERTIES, INC.</u>	<u>Palm Beach County, FL</u>	<u>P98000013510</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 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**     /     /     (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.)

**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 11/17/08 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 11/17/08 and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

INC.  
191

MICHAEL W. BOWDEN

MICHAEL W. BOWDEN Pres./Director

BTW INC.

MICHAEL W. BOWDEN

MICHAEL W. BOWDEN, Pres./Director

## **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

BTW INC.

Palm Beach County, Florida

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

Name

Jurisdiction

PENCE PROPERTIES, INC.

Palm Beach County, Florida

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

The parties to the parten corporation and the merging corporation are identical in each corporation. The obligations and securities of Pence Properties, Inc., shall henceforth cease and be merged into BTW INC.

**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:

The parties are identical in each corporation. Pence Properties, Inc. has no outstanding obligations to be transferred.

*(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:

See attached.

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

None .


WAIVER OF NOTICE OF A  
SPECIAL MEETING OF THE STOCKHOLDERS  
of  
PENCE PROPERTIES, INC.

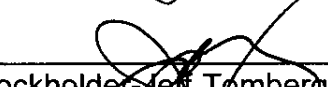
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The undersigned, each being a stockholder of the corporation, waive all notice required by the corporation's By-Laws and the laws of the State of incorporation of the time, place and purposes of a special meeting of the stockholders, and fix November 17, 2008, as the date, 10:00 a.m. as the time, 626 S.E. 4th St., Boynton Beach, Florida as the place, and the following as the purposes:

1. To merge Pence Properties, Inc and BTW Inc.
3. To transact such business as may properly come before the special meeting.

  
\_\_\_\_\_  
Stockholder- Michael W. Bowden

  
\_\_\_\_\_  
Stockholder-Mark Tomberg

  
\_\_\_\_\_  
Stockholder-Jeff Tomberg

  
\_\_\_\_\_  
Stockholder-Gloria K. Bowden

  
\_\_\_\_\_  
Stockholder-Lori Tomberg

Dated: November 17, 2008

MINUTES OF A  
SPECIAL MEETING OF THE STOCKHOLDERS  
of

PENCE PROPERTIES, INC.

=====

Held: November 17, 2008

A special meeting of the stockholders of the corporation was held on the above date at 10:00 a.m. at 626 S.E. 4th St., Boynton Beach, Florida.

The following persons, constituting a quorum, were present in person or by proxy:

MICHAEL W. BOWDEN, GLORIA K. BOWDEN, MARK TOMBERG, LORI TOMBERG AND JEFF TOMBERG

The president presided as chairman of the special meeting and the secretary recorded the minutes of the meeting.

Upon motion duly made and seconded, the shareholders unanimously ratified and approved all actions taken by the Board of Directors at its last meeting.

The president proposed that Pence Properties, Inc. be merged into BTW, Inc. and that BTW, Inc. shall be the surviving corporation.

Upon motion duly made, seconded and carried,

BE IT RESOLVED THAT

Pence Properties, Inc. shall be merged into BTW Inc.

There being no further business presented, the meeting was adjourned.

Dated: November 17, 2008

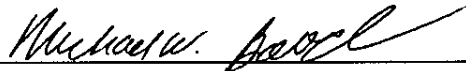
  
\_\_\_\_\_  
Secretary Jeff Tomberg


WAIVER OF MINUTES OF A  
SPECIAL MEETING OF THE BOARD OF DIRECTORS  
of  
PENCE PROPERTIES, INC.

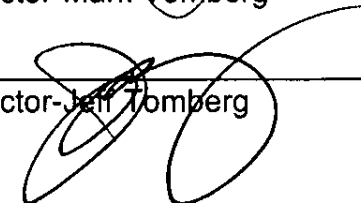
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The undersigned, each being a member of the Board of Directors of the corporation, waive all notice required by the corporation's By-Laws and the laws of the State of incorporation of the time, place and purposes of a special meeting of the Board of Directors, and fix November 17, 2008, as the date, 10:30 a.m. as the time, 626 S.E. 4th St., Boynton Beach, Florida as the place, and the following as the purposes:

1. To merge Pence Properties, Inc. and BTW Inc and BTW INC. shall be the surviving corporation.
3. To transact such business as may properly come before the special meeting.

  
\_\_\_\_\_  
Director-Michael W. Bowden

  
\_\_\_\_\_  
Director-Mark Tomberg

  
\_\_\_\_\_  
Director-Jeff Tomberg

Dated:

MINUTES OF A  
SPECIAL MEETING OF THE BOARD OF DIRECTORS  
of  
**PENCE PROPERTIES, INC.**

=====

Held: November 17, 2008

A special meeting of the Board of Directors of the corporation was held on the above date at 10:30 a.m. at 626 S.E. 4th St., Boynton Beach, Florida.

The following persons, constituting a quorum, were present in person or by proxy:

MICHAEL W. BOWDEN, GLORIA K. BOWDEN, MARK TOMBERG, LORI TOMBERG, and JEFF TOMBERG

The president presided as chairman of the special meeting and the secretary recorded the minutes of the meeting.

The President proposed that Pence Properties, Inc. and BTW, Inc. be merged and a discussion was held. Upon motion duly made, seconded and carried,

Pence Properties and BTW, Inc. shall merge and BTW Inc. shall be the surviving corporation.

There being no further business presented, the meeting was adjourned.

Dated:

  
Secretary-Jeff Tomberg

WAIVER OF NOTICE OF A  
SPECIAL MEETING OF THE STOCKHOLDERS  
of  
BTW INC.

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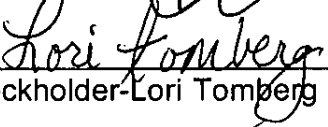
The undersigned, each being a stockholder of the corporation, waive all notice required by the corporation's By-Laws and the laws of the State of incorporation of the time, place and purposes of a special meeting of the stockholders, and fix October 25, 2006, as the date, 10:00 a.m. as the time, 626 S.E. 4th St., Boynton Beach, Florida as the place, and the following as the purposes:

1. To amend Article IV of the Articles of Incorporation to read: This corporation is authorized to issue 116 shares of common stock at ten (\$10.00) dollar par value.
2. To merge Pence Properties, Inc and BTW Inc.
3. To transact such business as may properly come before the special meeting.

  
\_\_\_\_\_  
Stockholder-Michael W. Bowden

  
\_\_\_\_\_  
Stockholder-Gloria Bowden

  
\_\_\_\_\_  
Stockholder-Jeff Tomberg

  
\_\_\_\_\_  
Stockholder-Lori Tomberg

  
\_\_\_\_\_  
Stockholder-Mark Tomberg

Dated:

MINUTES OF A  
SPECIAL MEETING OF THE STOCKHOLDERS  
of  
BTW INC.

=====

Held: November 17, 2008

A special meeting of the stockholders of the corporation was held on the above date at 10:00 a.m. at 626 S.E. 4th St., Boynton Beach, Florida.

The following persons, constituting a quorum, were present in person or by proxy:

MICHAEL W. BOWDEN, GLORIA K. BOWDEN, MARK TOMBERG, LORI TOMBERG AND JEFF TOMBERG

The president presided as chairman of the special meeting and the secretary recorded the minutes of the meeting.

Upon motion duly made and seconded, the shareholders unanimously ratified and approved all actions taken by the Board of Directors at its last meeting.

The president then proposed amending Article IV of the Articles of Incorporation to read: This corporation is authorized to issue 116 shares of common stock at ten (\$10.00) dollar par value., and a discussion was held.

The president proposed that Pence Properties, Inc. be merged into BTW, Inc. and that BTW, Inc. shall be the surviving corporation.

Upon motion duly made, seconded and carried,

**BE IT RESOLVED THAT**

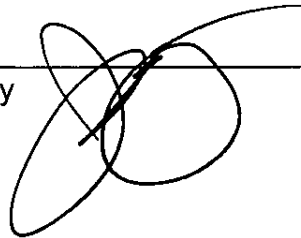
Article IV of the Articles of Incorporation be amended to read: This corporation is authorized to issue 116 shares of common stock at ten (\$10.00) dollar par value.

Pence Properties, Inc. shall be merged into BTW, Inc.

There being no further business presented, the meeting was adjourned.

Dated:

Secretary

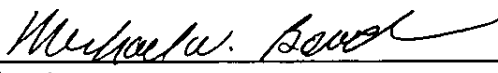
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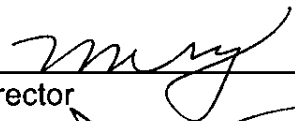
WAIVER OF MINUTES OF A  
SPECIAL MEETING OF THE BOARD OF DIRECTORS  
of  
BTW INC.

=====

The undersigned, each being a member of the Board of Directors of the corporation, waive all notice required by the corporation's By-Laws and the laws of the State of incorporation of the time, place and purposes of a special meeting of the Board of Directors, and fix November 17, 2008, as the date, 10:30 a.m. as the time, 626 S.E. 4th St., Boynton Beach, Florida as the place, and the following as the purposes:

1. To amend Article IV of the Articles of Incorporation to read: This corporation is authorized to issue 116 shares of common stock at ten (\$10.00) dollar par value.
2. To merge Pence Properties, Inc. and BTW Inc.
3. To transact such business as may properly come before the special meeting.

  
\_\_\_\_\_  
Director

  
\_\_\_\_\_  
Director

  
\_\_\_\_\_  
Director

Dated:

MINUTES OF A  
SPECIAL MEETING OF THE BOARD OF DIRECTORS  
of  
**BTW INC.**

=====

Held: November 17, 2008

A special meeting of the Board of Directors of the corporation was held on the above date at 10:30 a.m. at 626 S.E. 4th St., Boynton Beach, Florida.

The following persons, constituting a quorum, were present in person or by proxy:

MICHAEL W. BOWDEN, GLORIA K. BOWDEN, MARK TOMBERG, LORI TOMBERG, and JEFF TOMBERG

The president presided as chairman of the special meeting and the secretary recorded the minutes of the meeting.

The president then proposed an amendment to Article IV of the Articles of Incorporation to read: This corporation is authorized to issue 116 shares of common stock at ten (\$10.00) dollar par value and to merge Pence Properties, Inc. and BTW, Inc. and a discussion was held. Upon motion duly made, seconded and carried,

BE IT RESOLVED THAT Article IV of the Articles of Incorporation be to amended to read: This corporation is authorized to issue 116 shares of common stock at ten (\$10.00) dollar par value.

Pence Properties and BTW, Inc. shall merge and BTW Inc. shall be the surviving corporation.

There being no further business presented, the meeting was adjourned.

Dated:

  
Secretary