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14,
RONALD J. SHORT
ATTORNEY AT LAW
110 SOUTH SPRUCE STREET
WINSTON-SALEM, NORTH CAROLINA 27101

* RONALD J. SHORT

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EMAIL: RONALDJSHORT@TRIADBIZ.RR.COM

July 3, 2008

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

**RE: Corporate Merger
W&J Shoes, Inc. into WiLLL Shoes, Inc.**

To Whom It Might Concern:

Please find enclosed merger documents to be filed in your office, as well as a filing fee of \$70.00 and the \$8.75 certified copy fee. Hopefully I have drafted these documents correctly. The documents were available on your website.

Should you have any questions, please contact me.

Yours very truly,



Ronald J. Short

RJS:llj
Enclosure

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: WILLL Shoes, 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:

Ronald J. Short

(Contact Person)

Law Offices of Ronald J. Short

(Firm/Company)

110 S. Spruce Street

(Address)

Winston-Salem, NC 27101

(City/State and Zip Code)

For further information concerning this matter, please call:

Ronald J. Short

(Name of Contact Person)

At (336) 724-4488

(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>WILLL Shoes, Inc.</u>	<u>State of North Carolina</u>	<u>C20081610078</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>W&J Shoes, Inc.</u>	<u>State of Florida</u>	

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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 July 3, 2008 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 July 3, 2008 and shareholder approval was not required.

(Attach additional sheets if necessary)

Name of Corporation

Typed or Printed Name of Individual & Title

Richard D Madison

Richard D. Madison, President of
WILLI Shoes, Inc.

Richard D. Harrison

Richard D. Madison, President of
W&J Shoes, Inc.

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:

<u>Name</u>	<u>Jurisdiction</u>
<u>WILL Shoes, Inc.</u>	<u>State of North Carolina</u>

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

<u>Name</u>	<u>Jurisdiction</u>
<u>W&J Shoes, Inc.</u>	<u>State of Florida</u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>
<u> </u>	<u> </u>

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:

Conversion of Shares. At the Effective Time, all shares of common stock, One Dollar (\$1.00) par value, of the Merging Corporation ("Merging Corporation Common Stock") issued and outstanding immediately before the Effective Time, being a total of 100 shares, by virtue of the Merger, and without any further action on the part of the holder thereof, shall be converted into, and shall represent a right to receive, an aggregate of \$100.00 in cash. All outstanding shares of the Surviving Corporation's common stock will remain outstanding and unchanged.

(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:

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.

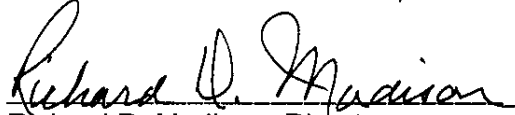
Other provisions relating to the merger are as follows:

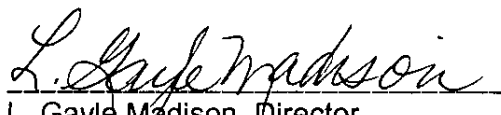
Merger. The name of the Merging Corporation is W&J Shoes, Inc. The Merging Corporation and the Surviving Corporation are herein collectively referred to as the "Constituent Corporations." Pursuant to this Agreement and Plan of Merger by and among the Constituent Corporations, the Merging Corporation shall merge with and into the Surviving Corporation. WILLL Shoes, Inc., as the surviving corporation, shall retain its corporate identity and shall succeed to all of the rights, assets, liabilities and obligations of Merging Corporation.

Effective Time. The Merger shall become effective as of 12:01 a.m. on July 3, 2008 (the "Effective Time").

Approved this 3rd day of July, 2008.

DIRECTORS OF W&J Shoes, Inc.


Richard D. Madison, Director


L. Gayle Madison, Director

DIRECTORS OF WILLL Shoes, Inc.


Richard D. Madison, Director


L. Gayle Madison, Director