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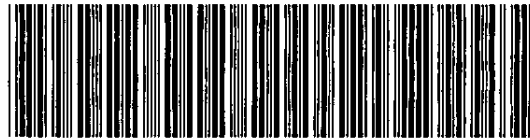
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

M. R. G.

DEC 08 2017
I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Wade Shows of Florida, Inc., a Michigan corporation

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Tracy Fitzgerald Hall, Paralegal

Contact Person

Seyburn Kahn, PC

Firm/Company

2000 Town Center Suite 1500

Address

Southfield, MI 48075

City/State and Zip Code

tfitzgeraldhall@seyburn.com

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

For further information concerning this matter, please call:

Tracy Fitzgerald Hall

Name of Contact Person

At (248) 353-7620

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)
Wade Shows of Florida, Inc.	Michigan	802137381

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Wade Shows Incorporated	Florida	P95000020855

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.)

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 December 4, 2017.

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 December 4, 2017.

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)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Wade Shows Incorporated

Frank Zedler

Frank Zaitshik, President

Wade Shows of Florida, Inc.

Frank Zedisch

Frank Zaltshik, 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

Wade Shows of Florida, Inc.

Michigan

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

Name

Jurisdiction

Wade Shows Incorporated

Florida

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

See attached Agreement and Plan of Merger dated December 4, 2017.

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: See attached Rider to Articles of Merger.

(Attach additional sheets if necessary)

Rider to Florida Form of Plan of Merger

FOURTH:

All of the issued and outstanding common stock in the converting corporation shall automatically convert, on a 1 for 1 basis, into common units of shareholder interest in the surviving corporation which shareholder interest shall, on the effective date of conversion, constitute the only issued and outstanding common units of shareholder interest in the surviving corporation. All shareholder interests evidenced by stock certificates or other writing may be exchanged for new certificates or other written evidence of ownership.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger ("**Agreement**") is made on December 4, 2017 and has been adopted and agreed to by and among Wade Shows Incorporated, a Florida corporation ("**Florida**"), of 16958 US Hwy 41 South, Spring Hill, Florida 34610, Wade Shows of Florida, Inc., a Michigan corporation ("**Michigan**") of 2000 Town Center, Suite 1500, Southfield, Michigan 48075 and the Frank Zaitshik Revocable Trust u/a/d August 31, 2003 ("**Frank's Trust**") and the Melissa Zaitshik Revocable Trust u/a/d August 31, 2003 ("**Melissa's Trust**") and together with the Frank's Trust, the "**Shareholders**") of 16958 US Hwy 41 South, Spring Hill, Florida 34610.

RECITALS

A. Florida was formed as a Florida profit corporation on March 13, 1995. Michigan was formed as Michigan profit corporation on December 4, 2017 for the sole purpose of moving the business affairs of Florida to the state of Michigan in accordance with this Agreement.

B. Florida has authorized capital stock consisting of 10,000 shares of common stock of which 100 shares of common stock have been issued and are outstanding. As such, Frank's Trust is a 50% shareholder of Florida owning 50 shares of the 100 shares of issued and outstanding stock of Florida and Melissa's Trust is a 50% shareholder of Florida owning the remaining 50 shares of the 100 shares of issued and outstanding stock of Florida.

C. Michigan has authorized capital stock consisting of 60,000 shares of common stock of which 100 shares of common stock have been issued and are outstanding. As such, Frank's Trust is a 50% shareholder of Michigan owning 50 shares of the 100 shares of issued and outstanding stock of Michigan and Melissa's Trust is a 50% shareholder of Florida owning the remaining 50 shares of the 100 shares of issued and outstanding stock of Michigan.

D. Florida and Michigan desire to adopt a Plan of Merger wherein Florida shall merge with and into Michigan and Michigan will be the surviving entity, all as more particularly described below.

NOW, THEREFORE, the parties to this Agreement agree as follows:

ARTICLE I MERGER

1.1 Plan of Merger. On the Effective Date (as defined in Section 1.2), Florida shall be merged with and into Michigan pursuant to the terms and conditions set forth in this Agreement (the "**Merger**"). Michigan shall continue as the surviving corporation, and the separate existence of Florida shall cease.

1.2 Effective Date. Upon the filing of an appropriate Certificate of Merger with the Michigan Department of Licensing and Regulatory Affairs, the Merger shall become effective (the "**Effective Date**").

1.3 Articles of Incorporation. There shall be no changes to the Articles of Incorporation of Michigan.

1.4 Assumed Names. Florida does not conduct business under any assumed names in the state of Florida and Michigan does not conduct business under any assumed names in the state of Michigan.

1.5 Employer Identification Number. The employer identification number of Florida is 59-3308580 and as of this date, Michigan has not and does not intend to apply for an employer identification number.

1.6 Authorization. This Agreement and the Merger have been authorized and ratified by: (i) the board of directors of Michigan (the "**Michigan Directors**") as required under Section 711 of the Michigan Business Corporation Act; and (ii) the board of directors of Florida (the "**Florida Directors**" and together with the Michigan Directors, the "**Directors**") as required under Sections 607.1101 and 607.1108 of the Florida Statutes. As provided in the Consent Resolutions of the Directors adopting the Merger, the officers of Florida and Michigan shall have all necessary power and authority to effect and carry out the transaction contemplated in this Agreement.

1.7 Surviving Organization. Michigan's separate existence as a corporation, with all its purposes, objects, rights, privileges, powers, certificates and franchises, shall continue unimpaired by the Merger. Michigan shall succeed to all the properties and assets of Florida and to all the debts, choses in action, contracts and other interests due or belonging to Florida, and shall be subject to and responsible for all of Florida's debts, liabilities, and duties with the effect set forth under Michigan law.

ARTICLE II CONVERSION OF STOCK OWNERSHIP INTERESTS

2.1 Issued and Outstanding Stock of Michigan. At the Effective Date, each share of the capital stock of Florida shall continue as an identical share of Michigan as the surviving corporation.

2.2 Issued and Outstanding Stock of Florida. At the Effective Date, each share of the capital stock of Florida shall be cancelled and shall cease to exist without any action on the part of the holder thereof.

ARTICLE III MISCELLANEOUS

3.1 Employer Identification Number. As of the Effective Date, Florida's employer identification number of 59-3308580 shall be transferred to Michigan ("**Transfer**") and any authorized agent of Michigan shall be authorized by resolutions of the Directors to prepare the documentation which is necessary to notify the Internal Revenue Service of the Transfer.

3.2 Additional Actions. If at any time Michigan shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Agreement, any authorized officers of Michigan, as of the Effective Date of the Merger, shall execute such conveyances or documents or take such actions.

3.3 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to constitute an original, and this Agreement shall become effective when one or more counterparts have been signed by each party and delivered to the other party.

3.4 Entire Agreement. This Agreement sets forth the entire agreement and understanding of the parties with respect to the transactions contemplated by this Agreement and supersedes all prior agreements, arrangements, negotiations, and understandings relating to the subject matter of this Agreement.

The parties have signed this Agreement on the date set forth on the first page of this Agreement.

MICHIGAN:

WADE SHOWS OF FLORIDA, INC.,
a Michigan corporation

By: Frank Zaitshik
Frank Zaitshik
Its: President

FLORIDA:

WADE SHOWS INCORPORATED,
a Florida corporation

By: Frank Zaitshik
Frank Zaitshik
Its: President

SHAREHOLDERS:

FRANK ZAITSHIK REVOCABLE TRUST
U/A/D August 31, 2003, as amended

By: Frank Zaitshik
Frank Zaitshik, Trustee

MELISSA ZAITSHIK REVOCABLE TRUST
U/A/D August 31, 2003, as amended

By: Melissa Zaitshik
Melissa Zaitshik, Trustee