

P96000046247

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

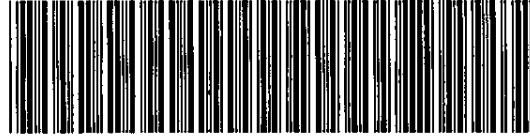
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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200266581512

12-31-14 merged

11/19/14--01002--011 **78.75

FILED
2014 NOV 18 AM 11:08
CLERK OF STATE
TALLAHASSEE, FLORIDA

DOR
11/20/14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Whertec, 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:

Cynthia Z. Jorgensen

Contact Person

Quarles & Brady LLP

Firm/Company

411 E. Wisconsin Avenue, Suite 2350

Address

Milwaukee, WI 53202

City/State and Zip Code

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

For further information concerning this matter, please call:

Cynthia Z. Jorgensen

Name of Contact Person

At (414)

277-5191

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 24, 2014

Cynthia Z. Jorgensen
Quarles & Brady LLP
411 E. Wisconsin Ave., Suite 2350
Milwaukee, WI 53202

SUBJECT: WHERTEC, INC.
Ref. Number: P96000046247

We have received your document for WHERTEC, INC., however, upon receipt of your document no check was enclosed. Please return your **document** along with a **check** or **money order** made payable to the Department of State for \$70.00.

Please fill in the fifth and sixth paragraph on page one of the articles of merger. John Kirkwood needs to sign the articles of merger in the space provided on page 2.

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
Regulatory Specialist II

Letter Number: 714A00022807



411 East Wisconsin Avenue
Suite 2350
Milwaukee, Wisconsin 53202-4426
414.277.5000
Fax 414.271.3552
www.quarles.com

Attorneys at Law in
Chicago
Indianapolis
Madison
Milwaukee
Naples
Phoenix
Scottsdale
Tampa
Tucson
Washington, D.C.

Writer's Direct Dial: 414.277.5191
E-Mail: cynthia.jorgensen@quarles.com

November 17, 2014

VIA UPS OVERNIGHT

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

RE: Boiler Inspection Services, LLC, Whertec Mechanical, LLC and Whertec Enterprises, Inc. Merger Documents

Dear Sir/Madam:

Enclosed for filing, in the order noted below, are the following:

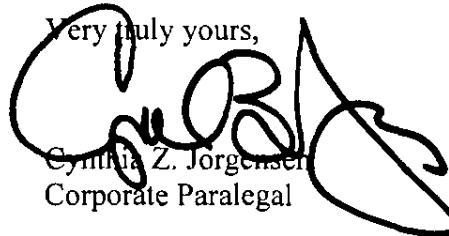
1. Articles of Merger and Plan of Merger for Boiler Inspection Services, LLC and Whertec Mechanical, LLC into Whertec Enterprises, Inc., together with a check in the amount of \$93.75 and a copy of your correspondence dated October 24, 2014;
2. Articles of Merger and Plan of Merger of Whertec Enterprises, Inc. into Whertec Technologies, Inc., together with a check in the amount of \$78.75 and a copy of your correspondence dated October 24, 2014; and
3. Articles of Merger and Plan of Merger of Whertec Technologies, Inc. into Whertec, Inc., together with a check in the amount of \$78.75 and a copy of your correspondence dated October 24, 2014.

14 NOV 18 PM 1:44
RECEIVED

Secretary of State
November 17, 2014
Page 2

Please return the evidence of filing to me. If you have any questions regarding the foregoing, please contact me.

Very truly yours,

A handwritten signature in black ink, appearing to read 'CZJ', is written over the typed name and title.

Cynthia Z. Jorgensen
Corporate Paralegal

CZJ:hs
Enclosures
OB/31074852
310814.00777

cc: Mr. Edwin R. Stremlow (w/o encl.) *via e-mail*
Kenneth V. Hallett, Esq. (w/o encl.) *via e-mail*

12-31-14

ARTICLES OF MERGER
(Profit Corporations)

FILED

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)
Whertec, Inc.	Florida	P96000046247

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Whertec Technologies, Inc.	Florida	P03000094038

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 / 2014 (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.)
at 11:59 p.m. EST

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 10/27/2014.

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 10/27/2014.

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

Whertech Technologies, Inc.

Whertech, Inc.

John D. Kirkwood, Chairman

John D. Kirkwood, Chairman

**PLAN OF MERGER
OF
WHERTEC TECHNOLOGIES, INC.
WITH AND INTO
WHERTEC, INC.**

THIS PLAN OF MERGER provides for the merger of Whertec Technologies, Inc., a Florida corporation ("Parent"), with and into its wholly-owned subsidiary, Whertec, Inc., a Florida corporation ("Subsidiary") pursuant to Section 607.1104 of the Florida Business Corporation Act. Parent and Subsidiary are hereinafter sometimes referred to collectively as the "Constituent Corporations".

RECITALS:

WHEREAS, the Board of Directors and Sole Shareholder of Parent deems it advisable and generally to the advantage and welfare of the Parent and its shareholder that Parent be merged with and into its wholly-owned Subsidiary on the terms and conditions hereinafter set forth, and in accordance with the applicable provisions of the laws of the State of Florida;

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants, conditions and agreements set forth herein, and for other good and valuable consideration, Parent shall be merged with and into Subsidiary (the "Merger"), and the terms and conditions of the Merger, the mode of carrying the same into effect and such other matters as are required or permitted to be set forth in the case of a merger pursuant to the laws of the State of Florida are as follows:

ARTICLE I

Merger

At the Effective Time of the Merger (as hereinafter defined), Parent and Subsidiary shall be merged into a single corporation in accordance with the applicable provisions of the laws of the State of Florida by Parent merging with and into Subsidiary, which shall be the surviving corporation (the "Surviving Corporation") in the merger.

ARTICLE II

Effective Time

The Effective Time of the Merger is hereby designated as 11:59 p.m. EST on December 31, 2014.

ARTICLE III

Conversion and Exchange of Shares

The manner of converting the shares of the Constituent Corporations shall be as follows:

- (a) At the Effective Time of the Merger, each share of Common Stock of Parent then issued and outstanding shall be converted into one (1) share of Common Stock of the Surviving Corporation.
- (b) At the Effective Time of the Merger, each share of Common Stock of Subsidiary shall be canceled and no shares of stock of the Surviving Corporation shall be issued in exchange therefor.

ARTICLE IV

Articles of Incorporation and Bylaws

4.1 The Articles of Incorporation of Subsidiary, as in effect immediately prior to the Effective Time of the Merger, shall remain the Articles of Incorporation of the Surviving Corporation until amended in accordance with law.

4.2 The Bylaws of Subsidiary, as in effect immediately prior to the Effective Time of the Merger, shall remain the Bylaws of the Surviving Corporation until amended in accordance with law.

ARTICLE V

Effect of Merger

The effect of the Merger shall be as provided in Section 607.1106 of the Florida Business Corporation Act.

ARTICLE VI

Miscellaneous

If applicable, shareholders of the subsidiary corporation, 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.

* * * * *