159903

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _______ Certificates of Status _______

Special Instructions to Filing Officer:

Office Use Only

400447434474

RECEIVED
2025 APR 16 AM 10: 45

FILED
2025 APR 16 AM 10: 11
TALLAHASSEE, FLORIDA

CT CORP
(850) 656- 4724
3458 lakesore Drive
Tallahassee, FL 32312

Date: 04/16/2025

Eric Dell

Acc#I20160000072

Name:	ST. PETERSBURG KENNEL CLUB, INC.
Document #:	
Order #:	16264503

Certified Copy of Arts & Amend:	☐			
Plain Copy:	☐			
Certificate of Good Standing:	☐			
Certified Copy of	☐			
Apostille/Notarial Certification:	☐		Country of Destination:	
			Number of Certs:	

Filing: ☑	Certified:	☐
	Plain:	☑
	COGS:	☐

Email Address for Annual Report Notifications:

Availability _____
Document ___
Examiner _______
Updater _______
Verifier _______
W.P. Verifier _____
Ref# _______

Amount: $ 70.00

TOTAL 113.75

Thank you!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: St. Petersburg Kennel Club, Inc.
Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Scott Esterbrook
Contact Person

Reed Smith LLP
Firm/Company

1717 Arch Street, Suite 3100
Address

Philadelphia, PA 19103
City/State and Zip Code

sesterbrook@reedsmith.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

____________________ At (_____) ____________________
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)**

Mailing Address:	**Street Address:**
Amendment Section	Amendment Section
Division of Corporations	Division of Corporations
P.O. Box 6327	The Centre of Tallahassee
Tallahassee, FL 32314	2415 N. Monroe Street, Suite 810
	Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

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** entity:

Name	Jurisdiction	Entity Type	Document Number (If known/ applicable)
St. Petersburg Kennel Club, Inc.	FL	C	159903

SECOND: The name and jurisdiction of each **merging** eligible entity:

Name	Jurisdiction	Entity Type	Document Number (If known/ applicable)
Rally Acquisition Co.	FL	C	P24000007320

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

The Amended and Restated Articles of Incorporation of the surviving corporation are attached as Exhibit A.

FILED
2025 APR 16 AM 10: 11
TALLAHASSEE, FLORIDA

FOURTH: Please check one of the boxes that apply to surviving entity:

☐ This entity exists before the merger and is a domestic filing entity.

☐ This entity exists before the merger and is not authorized to transact business in Florida.

☑ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.

☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.

☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.

☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.

☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

☑ The plan of merger was approved by the shareholders and each separate voting group as required.

☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

____

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.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
St. Petersburg Kennel Club, Inc.		
Rally Acquisition Co.		Sagi Genger

Corporations:	Chairman, Vice Chairman, President or Officer *(If no directors selected, signature of incorporator.)*
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

FILED
2025 APR 16 AM 10: 11
TALLAHASSEE, FLORIDA

EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

____

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.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
St. Petersburg Kennel Club, Inc.		
Rally Acquisition Co.	DocuSigned by: SG	Sagi Genger

Corporations:	Chairman, Vice Chairman, President or Officer *(If no directors selected, signature of incorporator.)*
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

FILED
2025 APR 16 AM 10: 11
TALLAHASSEE, FLORIDA

EXHIBIT A FILED

2025 APR 16 AM 10: 11

TALLAHASSEE, FLORIDA

AMENDED AND RESTATED
ARTICLES OF INCORPORATION
OF
ST. PETERSBURG KENNEL CLUB, INC.

Pursuant to Section 607.1007 and Section 607.1101 of the Florida Business Corporation Act (the "**FBCA**"), the Articles of Incorporation of St. Petersburg Kennel Club, Inc., as amended and restated to date, are hereby amended and restated in their entirety to read as follows:

ARTICLE I

NAME

The name of the corporation shall be St. Petersburg Kennel Club, Inc. (the "**Corporation**").

ARTICLE II

PRINCIPAL OFFICE

The street address of the principal office of the Corporation is C/O Reed Smith LLP, 1717 Arch Street Suite 3100, Philadelphia, PA 19103.

ARTICLE III

PURPOSE

The purpose for which the Corporation is organized is any lawful purpose.

ARTICLE IV

SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 1,000.

ARTICLE V

DIRECTORS AND OFFICERS

The board of directors of the Corporation shall consist of 3 members. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The names and addresses of the individuals who will serve on the board of directors are:

Sagi Genger, C/O Reed Smith LLP, 1717 Arch Street Suite 3100, Philadelphia, PA 19103

Elliot Hornblass, C/O Reed Smith LLP, 1717 Arch Street Suite 3100, Philadelphia, PA 19103

Richard Fields, C/O Reed Smith LLP, 1717 Arch Street Suite 3100, Philadelphia, PA 19103

The names and addresses of the individuals who will serve as officers are:

Sagi Genger, C/O Reed Smith LLP, 1717 Arch Street Suite 3100, Philadelphia, PA 19103

ARTICLE VI

REGISTERED OFFICE AND AGENT

The street address of the registered office of the Corporation is 1200 South Pine Island Road Plantation, FL 33324. The name of the registered agent of the Corporation at that office is CT Corporation System.

Such amendment and restatement of the Articles of Incorporation supersedes the original Articles of Incorporation of the Corporation and all amendments thereto effected prior to the date hereof.

IN WITNESS WHEREOF, the undersigned has executed these Amended and Restated Articles of Incorporation this 15th day of April 2025.

Steve Hlas

Vice President

CERTIFICATE OF ACCEPTANCE BY REGISTERED AGENT

Pursuant to the provisions of Section 607.0501 of the FBCA, the undersigned submits the following statement in accepting the designation as registered agent and registered office of St. Petersburg Kennel Club, Inc., a Florida corporation (the "**Corporation**"), in the Corporation's Amended and Restated Articles of Incorporation.

Having been named as registered agent and to accept services of process for the Corporation at the registered office designated in the Corporation's Amended and Restated Articles of Incorporation, the undersigned accepts the appointment as registered agent and agrees to act in this capacity. The undersigned further agrees to comply with the provisions of all statutes relating to the proper and complete performance of its duties, and the undersigned is familiar with and accepts the obligations of its position as registered agent.

IN WITNESS WHEREOF, the undersigned has executed this Certificate this 15th day of April 2025.

Laura R Broderick Laura R Broderick, Assistant Secretary

CT Corporation System

Registered Agent

FILED

2025 APR 16 AM 10: 11

TALLAHASSEE, FLORIDA