

813071

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

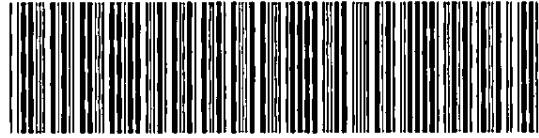
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

Office Use Only



400355567334

FILED

2020 NOV 23 AM 10:12

RECEIVED

2020 NOV 23 PM 12:36

TALLAHASSEE, FLORIDA

X



COGENCYGLOBAL

115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

Date: **December 03, 2020**

Account#: 120000000088

Name: **KEN HOWELL**

Reference #: **1292147**

Entity Name: **TOM NEHL TRUCK COMPANY**

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ **Merger**

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

**ISSUES? CALL
KEN:
518-213-0738**

Authorized Amount: **\$70.00**

Signature: _____



COGENCYGLOBAL

115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

Date: **December 03, 2020**

Account#: I20000000088

Name: **KEN HOWELL**

Reference #: **1292147**

Entity Name: **TOM NEHL TRUCK COMPANY**

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

**ISSUES? CALL
KEN:
518-213-0738**

Authorized Amount: **\$70.00**

Signature: _____

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Tom Nehl Truck Company</u>	<u>Delaware</u>	<u>corp</u>	<u>813071</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>North Florida Western Star, Inc.</u>	<u>Florida</u>	<u>corp</u>	<u>P10000079041</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>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

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.

FILED
2020 NOV 23 AM 10:12

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.

FILED
2020 NOV 23 AM 10:12

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:

11:59 p.m. on November 30, 2020

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:
<u>Tom Nehl Truck Company</u>	<u><i>Steven N. Bacalis</i></u>	Steven N. Bacalis
<u>North Florida Western Star, Inc.</u>	<u><i>Steven N. Bacalis</i></u>	Steven N. Bacalis
_____	_____	_____
_____	_____	_____

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

2020 NOV 23 AM 10:12

FILED

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement and Plan of Merger") is dated as of November 20, 2020, by and between Tom Nehl Truck Company, a Delaware corporation ("Parent"), and North Florida Western Star, Inc., a Florida corporation ("Subsidiary").

WHEREAS, Parent owns 80.5% of the issued and outstanding shares of the capital stock of Subsidiary; and

WHEREAS, Parent is desirous of merging Subsidiary with and into Parent; and

WHEREAS, all the shareholders of both the Parent and the Subsidiary have unanimously approved this Agreement and Plan of Merger; and

WHEREAS, pursuant to Parent's and Subsidiary's respective Articles of Incorporation and By-Laws, the Boards of Directors of Parent and Subsidiary have each approved and adopted this Agreement providing for the merger (the "Merger") of Subsidiary with and into Parent in accordance with the applicable provisions of the Florida Business Corporation Act and the General Corporate Law of the State of Delaware and upon the terms and subject to the conditions set forth herein;

WHEREAS, Parent and Subsidiary intend (i) that with respect to the Parent and Subsidiary the Merger shall constitute a "liquidation" within the meaning of Section 332 of the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder (the "Code"), (ii) with respect to the Shareholders other than the Parent, the Merger shall constitute a merger within the meaning of Section 368(a) of the Code, (iii) with respect to the Parent and the Subsidiary by approving resolutions authorizing this Agreement, to adopt this Agreement as a plan of liquidation within the meaning of Section 332 of the Code; and (iv) that the transactions contemplated by this Agreement be undertaken pursuant to such plan; and

WHEREAS, the shareholders of the Subsidiary other than Parent will receive stock in the Parent pursuant to the Plan of Merger.

NOW, THEREFORE, in consideration of the foregoing and the mutual covenants and agreements herein contained, and intending to be legally bound hereby, Parent and Subsidiary hereby agree as follows:

Section 1. The Merger. At the Effective Time, and subject to and upon the terms and conditions of this Agreement and the Act, Subsidiary shall be merged with and into Parent, the separate corporate existence of Subsidiary shall cease, and Parent shall continue as the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation").

Section 2. Effective Time. Unless this Agreement shall have been terminated, the parties hereto shall cause the Merger to be consummated by filing articles of merger (the "Articles of Merger"), together with any required related certificates, with the Secretary of State of the State

2020 NOV 23 AM 10:12

FILED

of Florida and State of Delaware, in such forms as required by, and executed in accordance with the relevant provisions of the laws. The Merger shall become effective at the time of the later to occur of such filings or at such later time specified in the Articles of Merger (the "Effective Time").

Section 3. Effect of the Merger. At the Effective Time, the effect of the Merger shall be as provided in this Agreement, the Articles of Merger and the applicable provisions of the Act. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time all the property, rights, privileges, powers and franchises of Subsidiary and Parent shall vest in the Surviving Corporation, and all debts, liabilities and duties of Subsidiary and Parent shall become the debts, liabilities and duties of the Surviving Corporation.

Section 4. Effect on Securities, Etc. At the Effective Time, by virtue of the Merger and without any action on the part of Parent or Subsidiary, each share of capital stock of Subsidiary issued and outstanding immediately prior to the Effective Time and not owned by the Parent shall converted into .021538% of Class B Shares of the Parent. The shares of capital stock of Subsidiary issued and outstanding immediately prior to the Effective Time and owned by Parent shall be cancelled.

Section 5. Articles of Incorporation; By-Laws.

(a) At the Effective Time, the Articles of Incorporation of Parent, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law.

(b) At the Effective Time, the By-laws of Parent, as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter amended.

Section 6. Directors and Officers. The directors of Parent immediately prior to the Effective Time shall be the initial directors of the Surviving Corporation, each to hold office in accordance with the Articles of Incorporation and By-laws of the Surviving Corporation, and the officers of Subsidiary immediately prior to the Effective Time shall be the initial officers of the Surviving Corporation, in each case until their respective successors are duly elected or appointed and qualified.

Section 7. Tax Consequences. The parties hereto intend that the Merger shall constitute a liquidation of Subsidiary within the meaning of Section 332 of the Code. With respect to the Parent, the parties hereto hereby adopt this Agreement as a "plan of liquidation" within the meaning of Section 332 of the Code and Section 1.332-6 of the United States Treasury Regulations. With respect to the parties other than the Parent, the parties intend that the Merger shall constitute an "A" Merger within the meaning of Section 368(a) of the Internal Revenue Code.

Section 8. Taking of Necessary Action; Further Action. Each of Parent and Subsidiary will take, and cause their affiliates to take, all such reasonable and lawful actions as may be necessary or appropriate in order to effectuate the Merger and the other transactions


contemplated by this Agreement in accordance with this Agreement as promptly as possible. If, at any time after the Effective Time, any such further action is necessary or desirable to carry out the purposes of this Agreement and to vest the Surviving Corporation with full right, title and possession to all assets, property, rights, privileges, powers and franchises of Subsidiary and Parent, the officers and directors of Subsidiary and Parent immediately prior to the Effective Time are fully authorized in the name of their respective corporations or otherwise to take, and will take, all such lawful and necessary action.

Section 9. Termination of Merger. At any time after filing of the Articles of Merger with the Secretary of State of Florida but prior to the Effective Time, Parent and Subsidiary may terminate the Merger by mutual agreement and the filing of articles of termination in accordance with the Act.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the duly authorized representatives of each of the above-named corporations, effective as of the day and year first above written.

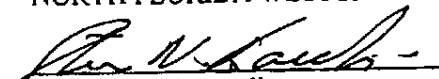
"Parent"

TOM NEHL TRUCK COMPANY


By: Steven N. Bacalis
Its: President

"Subsidiary"

NORTH FLORIDA WESTERN STAR, INC.


By: Steven N. Bacalis
Its: President

2020 NOV 23 AM 10:12

FILED