

839332

(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



100338269661

12/23/19--01018--030 **70.00

SECRETARY OF STATE

2019 DEC 23 AM 9:13

FILED

EFFECTIVE DATE

12/31/19

Albritton

JAN 24 2020

I ALBRITTON

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)
List Industries Inc.	Illinois	38292609 / FIE# 362391343

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
List Hallowell Inc.	Florida	01-0938556

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 / 2019 (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 5, 2019.

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 5, 2019.

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)

2019 DEC 23 AM 9:13
RECEIVED
FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

FILED

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

List Industries Inc., an Illinois corporation

Hutchins

Herbert A. List, Jr., President

List Hallowell Inc., a Florida corporation

WAC

Herbert A. List, Jr., President

PLAN OF MERGER

(Merger of non-subsidary corporations and subsidiary limited liability companies)

THIS PLAN OF MERGER (this "Plan of Merger") is made and entered into as of the 5th day of December, 2019, by and among the respective members, managers, shareholders and directors of the Merging Entities and the Surviving Corporation (as hereinafter defined).

1. The following plan of merger is submitted in compliance with the Florida Revised Limited Liability Company Act, the Florida Business Corporation Act, the Illinois Business Corporation Act and Title 17 of the Ohio Revised Code and in accordance with the laws of any other applicable jurisdiction of incorporation or organization.

2. The name and jurisdiction of the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
List Industries Inc.	Illinois

List Industries Inc., an Illinois corporation shall hereinafter be referred to as the "Surviving Corporation".

3. The name and jurisdiction of each limited liability company which shall merge into the Surviving Corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Broward Custom Woodwork LLC	Florida
Famous Lockers LLC	Ohio

100% of the membership interests of Broward Custom Woodwork LLC is held by Surviving Corporation and 100% of the membership interests of Famous Lockers LLC is held by Surviving Corporation.

4. The name and jurisdiction of each corporation which shall merge into the Surviving Corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Fort Knox Storage Company	Illinois
List Hallowell Inc.	Florida

The shareholders of Fort Knox Storage Company are the same shareholders as the shareholders of the Surviving Corporation (with the same percentage interests) and the shareholders of List Hallowell Inc. are the same shareholders as the shareholders of the Surviving Corporation (with the same percentage interests).

Collectively, (i) Fort Knox Storage Company, an Illinois corporation; (ii) List Hallowell Inc., a Florida corporation; (iii) Broward Custom Woodwork LLC, a Florida limited liability; and (iv) Famous Lockers LLC, an Ohio limited liability company shall hereinafter be referred to as the "Merging Entities".

The terms and conditions of the proposed merger (the "Merger") and the mode of carrying the Merger into effect are set forth herein.

The manner and basis of converting the ownership interests of each of the Merging Entities into the Surviving Corporation is as follows:

5. The effective date of the Merger shall be December 31, 2019 (the "Effective Date").

6. As to Famous Lockers LLC, an Ohio limited liability company, the Certificate of Merger shall be filed with the Ohio Secretary of State and the Articles of Merger shall be filed with the Illinois Secretary of State. As of the Effective Date of the Merger, the ownership interests, obligations and other securities of Famous Lockers LLC, an Ohio limited liability company, shall be cancelled and Famous Lockers LLC, an Ohio limited liability company, shall be merged into the Surviving Corporation.

7. As to Broward Custom Woodwork LLC, a Florida limited liability company, the Articles of Merger shall be filed with the Florida Secretary of State and the Articles of Merger shall be filed with the Illinois Secretary of State. As of the Effective Date of the Merger, the ownership interests, obligations and other securities of Broward Custom Woodwork LLC, a Florida limited liability company, shall be cancelled and Broward Custom Woodwork LLC, a Florida limited liability company, shall be merged into the Surviving Corporation.

8. As to Fort Knox Storage Company, an Illinois corporation, the Articles of Merger shall be filed with the Florida Secretary of State and the Articles of Merger shall be filed with the Illinois Secretary of State. As of the Effective Date of the Merger, the ownership interests, obligations and other securities of Fort Knox Storage Company, an Illinois corporation, shall be cancelled and Fort Knox Storage Company, an Illinois corporation, shall be merged into the Surviving Corporation.

9. As to List Hallowell Inc., a Florida corporation, the Articles of Merger shall be filed with the Florida Secretary of State and the Articles of Merger shall be filed with the Illinois Secretary of State. As of the Effective Date of the Merger, the ownership interests, obligations and other securities of List Hallowell Inc., a Florida corporation, shall be cancelled and List Hallowell Inc., a Florida corporation, shall be merged into the Surviving Corporation.

10. The Articles of Incorporation and the Bylaws of the Surviving Corporation shall be unaffected by the Merger and shall remain in effect.

11. The directors of the Surviving Corporation in office as of the date hereof shall remain the directors of the Surviving Corporation at and after the Effective Date of the Merger, until their respective successors shall have been duly elected and qualified. The officers of the Surviving Corporation as of the Effective Date of the Merger, shall continue to be the officers of the Surviving Corporation. The managers and the officers of the Merging Entities holding office as of the Effective Date of the Merger, shall be deemed to have resigned effective as of the Effective Date of the Merger.

12. The manner of carrying the Merger into effect, and the manner and basis of converting the ownership interest of the Merging Entities into shares of the Surviving Corporation are as follows:

12.01. Surviving Corporation's Common Stock. No shares of the Surviving Corporation's stock issued as of the Effective Date of the Merger shall be converted as a result of the Merger, but all such shares shall remain issued shares of the Surviving Corporation.

12.02. Merging Entities Ownership Interests. The Surviving Corporation is the sole member of each merging limited liability company. The shareholders of each merging corporation are the same shareholders as the shareholders of the Surviving Corporation. All ownership interests of the Merging Entities issued as of the Effective Date of the Merger shall be deemed cancelled as a result of the Merger.

13. As of the Effective Date of the Merger, the Surviving Corporation shall succeed to and shall possess and enjoy all the rights, privileges, immunities, powers and franchises, both of a public and private nature, of the Merging Entities, and all property, real, personal, and mixed, including patents, trademarks, tradenames, and all debts due to either of the Merging Entities on whatever account, for ownership interest subscriptions as well as for all other things in action or all other rights belonging to either of said companies; and all said property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Corporation as effectively as they were of the respective Merging Entities, and the title of any real estate vested by deed or otherwise in either of said Merging Entities shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of said Merging Entities shall be preserved unimpaired, limited in lien to the property affected by such liens prior to the Effective Date of the Merger, and all debts, liabilities, and duties of said Merging Entities, respectively, shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted in the first instance by the Surviving Corporation.

14. The assets and liabilities of the Merging Entities as of the Effective Date of the Merger shall be taken up on the books of the Surviving Corporation at the amounts at which they were carried at that time on the books of the respective Merging Entities. The surplus of the Surviving Corporation after the Merger, including any surplus arising as a result of the Merger, shall be available to be used for any lawful purposes for which surplus may be used. Accounting procedures and depreciation schedules and procedures of any of the Merging Entities may be converted to those procedures and schedules selected by the Surviving Corporation.

15. Upon adoption and approval of this Plan of Merger by the directors and shareholders of the Surviving Corporation and the directors, shareholders, members, and managers of the Merging Entities in accordance with the Florida Revised Limited Liability Company Act, the Florida Business Corporation Act, the Illinois Business Corporation Act and Title 17 of the Ohio Revised Code, the Articles of Merger and Certificate of Merger, for each of the respective Merging Entities, as applicable, shall be executed and delivered, as applicable, to the Secretary of State of the State of Florida, the Secretary of State of Illinois, and the Secretary of State of Ohio, for filing as provided by the Florida Revised Limited Liability Company Act, the Florida Business Corporation Act, the Illinois Business Corporation Act and Title 17 of the Ohio Revised Code. The Merging Entities shall also cause to be performed all necessary acts within the State of Florida, the State of Illinois, and the State of Ohio and elsewhere to effectuate the Merger.

16. The use of the term Articles of Merger herein shall include Certificate of Merger, as applicable.

This Plan of Merger has approved and accepted by all of the directors, shareholders, managers, and members of the Merging Entities and the Surviving Corporation, as applicable, as of the date first stated above.