

846105

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

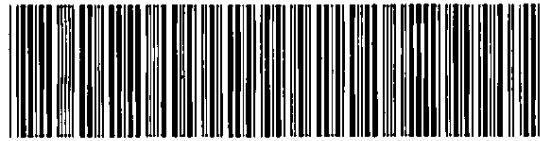
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Office Use Only



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FILED
2021-04-06 AM 9:31
CLERK OF COURT
STATE OF FLORIDA

May 11 2021

FLORIDA FILING & SEARCH SERVICES, INC.

P.O. BOX 10662 TALLAHASSEE, FL 32302

155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 3/4/2021

NAME: SPEARS MANUFACTURING CO.

TYPE OF FILING: AMENDMENT

COST: 43.75

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 5, 2021

FLORIDA FILING

SUBJECT: SPEARS MANUFACTURING CO.
Ref. Number: 846105

We have received your document for SPEARS MANUFACTURING CO. and the authorization to debit your account in the amount of \$. However, the document has not been filed and is being returned for the following:

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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.

Yasemin Y Sulker
Regulatory Specialist III

Letter Number: 721A00004721

*Please keep original file
date
Thanks!*

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Spears Manufacturing Co.

Name of Corporation

DOCUMENT NUMBER: 846105

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Joel Michael Kantor, Esq.

Name of Contact Person

KantorLaw and Associates

Firm/Company

512 Brooks Ave. #2

Address

Venice, CA 90291

City/State and Zip Code

jkantor@kantorlaw.com and nurla@kantorlaw.com

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

For further information concerning this matter, please call:

Joel Michael Kantor, Esq.

at (310) 442-5300

Name of Contact Person

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☐ \$35 Filing Fee

☐ \$43.75 Filing Fee &
Certificate of Status

☒ \$43.75 Filing Fee &
Certified Copy

☐ \$52.50 Filing Fee,
Certificate of Status &
Certified Copy

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO APPLICATION FOR
AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA

(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

846105

(Document number of corporation (if known))

1. Spears Manufacturing Co.

(Name of corporation as it appears on the records of the Department of State)
2. California 3. 05/30/1980

(Incorporated under laws of) (Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? _____
5. _____
(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida) _____

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

Nevada

(New jurisdiction)

8. **If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:**

Name of New Registered Agent _____

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

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STATE
MAY 31 9:31
TALLAHASSEE

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove
_____	_____	_____	<input type="checkbox"/> Add
		_____	<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

Darlene Fourriel

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Darlene Fourriel

(Typed or printed name of person signing)

Chief Financial Officer and Secretary

(Title of person signing)

FILING FEE \$35.00

BARBARA K. CEGAVSKE

Secretary of State

KIMBERLEY PERONDI

*Deputy Secretary for
Commercial Recordings*

STATE OF NEVADA



**OFFICE OF THE
SECRETARY OF STATE**

Commercial Recordings Division

202 N. Carson Street

Carson City, NV 89701

Telephone (775) 684-5708

Fax (775) 684-7138

North Las Vegas City Hall

2250 Las Vegas Blvd North, Suite 400

North Las Vegas, NV 89030

Telephone (702) 486-2880

Fax (702) 486-2888

Certified Copy

12/31/2020 09:18:51 AM

Work Order

W2020123100648 - 1032056

Number:

Reference Number:

20201134432

Through Date:

12/31/2020 09:18:51 AM

Corporate Name:

SPEARS MANUFACTURING CO.

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number	Description	Number of Pages
20201110674	Articles of Merger - 12/18/2020	3



Certified By: Electronically Certified

Certificate Number: B202012311318830

You may verify this certificate

online at <http://www.nvsos.gov>

Respectfully,

A handwritten signature in black ink that reads "Barbara K. Cegavske".

BARBARA K. CEGAVSKE
Nevada Secretary of State



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Filed in the Office of <i>Barbara K. Cegavske</i>	Business Number E11044592020-2
Secretary of State State Of Nevada	Filing Number 20201110674
	Filed On 12/18/2020 10:22:00 AM
	Number of Pages 3

ABOVE SPACE IS FOR OFFICE USE ONLY

Articles of Conversion/Exchange/Merger

NRS 92A.200 and 92A.205

This filing completes the following: ☐ Conversion ☐ Exchange ☒ Merger

TYPE OR PRINT - USE DARK INK ONLY - DO NOT HIGHLIGHT

1. Entity Information:
(Constituent, Acquired
or Merging)

Entity Name:

SPEARS MANUFACTURING CO.

Jurisdiction: CALIFORNIA

Entity Type*: CORPORATION

If more than one entity being acquired or merging please attach additional page.

2. Entity Information:
(Resulting, Acquiring
or Surviving)

Entity Name:

SPEARS MANUFACTURING CO.

Jurisdiction: NEVADA

Entity Type*: CORPORATION

**3. Plan of Conversion,
Exchange or Merger:**
(select one box)

- ☐ The entire plan of conversion, exchange or merger is attached to these articles.
- ☒ The complete executed plan of conversion is on file at the registered office or principal place of business of the resulting entity. The entire plan of exchange or merger is on file at the registered office of the acquiring corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the acquiring entity (NRS 92A.200).
- ☐ The complete executed plan of conversion for the resulting domestic limited partnership is on file at the records office required by NRS 88.330. (Conversion only)

4. Approval:
(If more than one entity
being acquired or
merging please attach
additional approval
page.)

Exchange/Merger:

Owner's approval (NRS 92A.200) (options a, b or c must be used for each entity)

- ☐ A. Owner's approval was not required from the:
- ☐ Acquired/merging
 - ☐ Acquiring/surviving
- ☒ B. The plan was approved by the required consent of the owners of:
- ☒ Acquired/merging
 - ☒ Acquiring/surviving
- ☐ C. Approval of plan of exchange/merger for Nevada non-profit corporation (NRS 92A.160):
- Non-profit Corporations only: The plan of exchange/merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.
- ☐ Acquired/merging
 - ☐ Acquiring/surviving

SPEARS MANUFACTURING CO.

Name of acquired/merging entity

SPEARS MANUFACTURING CO.

Name of acquiring/surviving entity

**5. Effective Date and
Time: (Optional)**

Date:

Time:

(must not be later than 90 days after the certificate is filed)



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov
www.nvsilverflume.gov

Articles of Conversion/Exchange/Merger

NRS 92A.200 and 91A.205

6. Forwarding

Address for Service of Process:

(Conversion and Mergers only, if resulting/surviving entity is foreign)

C T CORPORATION SYSTEM

Name

USA

Country

Care of:

701 S CARSON ST STE 200

CARSON CITY

NV 89701

Address

City

State Zip/Postal Code

7. Amendment, if any, to the articles or certificate of the surviving entity. (NRS 92A.200):
(Merger only) **

** Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.

8. Declaration:
(Exchange and Merger only)

Exchange:

☐ The undersigned declares that a plan of exchange has been adopted by each constituent entity (NRS 92A.200).

Merger: (Select one box)

- ☒ The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- ☐ The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

9. Signature Statement: (Required)

☐ Conversion:

A plan of conversion has been adopted by the constituent entity in compliance with the law of the jurisdiction governing the constituent entity.

Signatures - must be signed by:

1. If constituent entity is a Nevada entity: an officer of each Nevada corporation; all general partners of each Nevada limited partnership or limited-liability limited partnership; a manager of each Nevada limited-liability company with managers or one member if there are no managers; a trustee of each Nevada business trust; a managing partner of a Nevada limited-liability partnership (a.k.a. general partnership governed by NRS chapter 87).
2. If constituent entity is a foreign entity: must be signed by the constituent entity in the manner provided by the law governing it.

Name of constituent entity



BARBARA K. CEGAVSKE
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Articles of Conversion/Exchange/Merger

NRS 92A.200 and 91A.205

9. Signature
Statement
Continued: (Required)

☐ **Exchange:**
Signatures - Must be signed by: An officer of each Nevada corporation. All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or a member if there are no Managers; A trustee of each Nevada business trust (NRS 92A.230).
Unless otherwise provided in the certificate of trust or governing instrument of a business trust, an exchange must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the exchange.
The articles of exchange must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

☒ **Merger:**
Signatures - Must be signed by: An officer of each Nevada corporation. All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230).
The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

10. Signature(s):
(Required)

SPEARS MANUFACTURING CO.

Name of acquired/merging entity

X Audene Fournier
Signature (Exchange/Merger)

CFO

Title

12/15/20
Date

If more than one entity being acquired or merging please attach additional page of information and signatures.

SPEARS MANUFACTURING CO.

Name of acquiring/surviving entity

X Audene Fournier
Signature (Exchange/Merger)

CFO

Title

12/16/20
Date

X

Signature of Constituent Entity (Conversion)

Title

Date

Please include any required or optional information in space below:
(attach additional page(s) if necessary)