

F32011

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

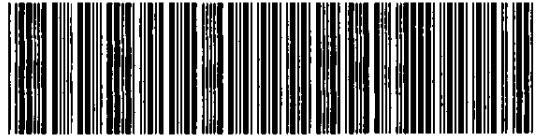
(Document Number)

Certified Copies 1

Certificates of Status 1

Special Instructions to Filing Officer:

Office Use Only



600163688586

12/22/09--01041--006 **113.75

Mergu

RECEIVED
12-31-09

FILED
09 DEC 22 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Roberts JAN 12 2010



33 East Main Street
P.O. Box 2113
Madison, Wisconsin 53701-2113
Tel 608.251.5000
Fax 608.251.9166
www.quarles.com

Attorneys at Law in:
Phoenix and Tucson, Arizona
Naples, Florida
Chicago, Illinois
Milwaukee and Madison, Wisconsin

Writer's Direct Dial: 608.283.2463
E-Mail: cristina.choi@quarles.com

January 7, 2010

VIA OVERNIGHT MAIL

Ms. Tina Roberts
Regulatory Specialist II
Florida Department of State Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Motomco Ltd. Corporation
Ref. Number : F32011

Dear Ms. Roberts:

Per our telephone conversation on January 7, 2010, please find enclosed a completed form of Articles of Merger under section 607.1105. I am also enclosing for your reference a copy of your letter to our client, Steven M. Levy, dated December 29, 2009, with regard to this filing in which you requested that we file Articles of Merger under section 607.1105 instead of 607.1109.

As you confirmed with your supervisor, we understand that the effective date of this filing be 11:59 p.m. on December 31, 2009. We also understand that an additional filing fee will not be necessary, and that the check totaling \$113.75 which was filed with the December 29, 2009, a copy of which is attached, will be applied as the filing fee.

If you have any questions about this filing, please call me at 608-283-2463. Thank you for your assistance in this matter.

Respectfully,

QUARLES & BRADY LLP

A handwritten signature in dark ink, appearing to read "Cristina Choi".
Cristina M. Choi

Enclosures
cc(w/encl): Steven M. Levy
cc(w/encl): John Robison

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Bell Laboratories, 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:

Steven M. Levy

Contact Person

Bell Laboratories, Inc.

Firm/Company

3699 Kinsman Blvd

Address

Madison, WI 53704

City/State and Zip Code

slevy@motomco.com

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

For further information concerning this matter, please call:

Cristina Choi

Name of Contact Person

At (608)

283-2463

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

December 29, 2009

STEVEN M. LEVY
BELL LABORATORIES, INC.
3699 KINSMAN BLVD
MADISON, WI 53704

SUBJECT: MOTOMCO LTD. CORPORATION
Ref. Number: F32011

We have received your document for MOTOMCO LTD. CORPORATION and your check(s) totaling \$113.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger you submitted were prepared in compliance with section 607.1109, Florida Statutes. Articles of Merger between two or more domestic profit corporations are filed pursuant to section 607.1105, Florida Statutes. Enclosed is a form for your convenience.

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6892.

Tina Roberts
Regulatory Specialist II

Letter Number: 109A00039315

ARTICLES OF MERGER

(Profit Corporations)

FILED
09 DEC 22 PM 3:18
Business Corporation Act,
CLERK OF STATE
TALLAHASSEE, FLORIDA

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)
Bell Laboratories, Inc.	Wisconsin	n/a

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Motomco Ltd. Corporation</u>	<u>Florida</u>	<u>F32011</u>
<u>Joma Industries, Inc.</u>	<u>Wisconsin</u>	<u>n/a</u>
<u></u>	<u></u>	<u></u>
<u></u>	<u></u>	<u></u>

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 / 2009 (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.)

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 12/15/2009

The Plan of Merger was adopted by the board of directors of the surviving corporation on [redacted] 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 12/15/2009 (both).

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)

Typed or Printed Name of Individual & Title

Bell Laboratories, Inc.

Stanley Levy

Steven M. Levy, President

Motomco Ltd. Corporation

Gen. P. Henry

Steven M. Levy, President

Joma Industries, Inc.

Stanley P. King

Steven M. Levy, President

EXHIBIT A
PLAN OF MERGER

1. **Parties.** Bell Laboratories, Inc. ("Bell Labs") is a Wisconsin corporation, organized under Chapter 180 of the Wisconsin Statutes. Motomco Ltd. Corporation ("Motomco") is a Florida corporation, organized under Chapter 607 of the Florida Statutes. Joma Industries, Inc. ("Joma") is a Wisconsin corporation, organized under Chapter 180 of the Wisconsin Statutes.

2. **Merger.** At the Effective Time (as defined below), Motomco and Joma shall each be merged with and into Bell Labs, which shall be the surviving corporation of the merger. It is intended that the merger qualify as a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code. The effect of the merger shall be as set forth in Section 180.1106 of the Wisconsin Statutes.

3. **Name; Articles of Incorporation.** The name of the surviving corporation shall be Bell Laboratories, Inc. The Articles of Incorporation of the surviving corporation shall be the Restated Articles of Incorporation of Bell Laboratories, Inc., as attached hereto as Exhibit B. The Bylaws of the surviving corporation shall be the Bylaws of Bell Labs, as amended and in effect at the Effective Time.

4. **Directors and Officers.** From and after the Effective Time, the Directors of the surviving corporation shall be the Directors of Bell Labs then in office at the Effective Time, until termination of their service as set forth in the Bylaws of the surviving corporation. From and after the Effective Time, the officers of the surviving corporation shall be the officers of Bell Labs then in office at the Effective Time, until termination of their service as set forth in the Bylaws of the surviving corporation.

5. **Conversion of Bell Labs Stock.** At and as of the Effective Time:

(a) Each share of Class A Common stock of Bell Labs, \$1.00 par value, then outstanding (other than shares for which dissenters' rights have been exercised) shall be converted into the right to receive ten (10) shares of Class A Common stock, no par value, of the surviving corporation;

(b) Each share of Class B Common stock of Bell Labs, \$1.00 par value, then outstanding (other than shares for which dissenters' rights have been exercised) shall be converted into the right to receive ten (10) shares of Class B Common stock, no par value, of the surviving corporation; and

(c) Each share of Class A Common or Class B Common stock of Bell Labs, \$1.00 par value, then outstanding for which dissenters' rights have been exercised shall be converted into the right to receive payment from the surviving corporation in accordance with the Wisconsin Statutes.

6. Conversion of Motomco Stock. At and as of the Effective Time:

(a) Each share of Class A Common stock of Motomco, no par value, then outstanding (other than shares for which dissenters' rights have been exercised) shall be converted into the right to receive 1,691.56914 shares of Class A Common stock, no par value, of the surviving corporation;

(b) Each share of Class B Common stock of Motomco, no par value, then outstanding (other than shares for which dissenters' rights have been exercised) shall be converted into the right to receive 1,691.56914 shares of Class B Common stock, no par value, of the surviving corporation; and

(c) Each share of Class A Common or Class B Common stock of Motomco, no par value, then outstanding for which dissenters' rights have been exercised shall be converted into the right to receive payment from the surviving corporation in accordance with the Wisconsin Statutes.

7. Conversion of Joma Stock. At and as of the Effective Time:

(a) Each share of Class A Common stock of Joma, no par value, then outstanding (other than shares for which dissenters' rights have been exercised) shall be converted into the right to receive 253.36267 shares of Class A Common stock, no par value, of the surviving corporation;

(b) Each share of Class B Common stock of Joma, no par value, then outstanding (other than shares for which dissenters' rights have been exercised) shall be converted into the right to receive 253.36267 shares of Class B Common stock, no par value, of the surviving corporation; and

(c) Each share of Class A Common or Class B Common stock of Joma, no par value, then outstanding for which dissenters' rights have been exercised shall be converted into the right to receive payment from the surviving corporation in accordance with the Wisconsin Statutes.

8. Fractional Shares. The surviving corporation shall not issue fractional shares; rather, any fractional shares shall be rounded down or up to the nearest whole share, with one-half share being rounded up.

9. Effective Time. The merger shall be effective as of 11:59 p.m., Central Time, on December 31, 2009, or as soon thereafter as permitted by the laws of the States of Wisconsin and Florida.

10. Florida Statement. The address of the principal office of Bell Laboratories, Inc. is 3699 Kinsman Boulevard, Madison, WI 53704. Bell Laboratories, Inc. (i) appoints the Florida Secretary of State as its agent for service of process in any proceeding to enforce any obligation or the rights of dissenting shareholders of each Florida corporation that is a party to the merger, and (ii) agrees to promptly pay to the dissenting shareholders of each Florida corporation that is a party to the merger any amounts to which they are entitled under Fla. Stat. sec. 607.1302.

EXHIBIT B

RESTATED ARTICLES OF INCORPORATION

BELL LABORATORIES, INC.

The following Restated Articles of Incorporation of **Bell Laboratories, Inc.**, duly adopted pursuant to the authority and provisions of Chapter 180 of the Wisconsin Statutes, supersede and take the place of the existing Articles of Incorporation and any amendments thereto:

ARTICLE 1. The name of the Corporation is Bell Laboratories, Inc.

ARTICLE 2. The Corporation is organized under Chapter 180 of the Wisconsin Statutes.

ARTICLE 3. The Corporation is authorized to issue Two Million (2,000,000) shares of common stock, no par value, of which Two Hundred Fifty Thousand (250,000) shares shall be designated as Class A Common stock and One Million Seven Hundred Fifty Thousand (1,750,000) shares shall be designated as Class B Common stock. The preferences, limitations, and rights of Class A Common stock and Class B Common stock shall be identical in all respects, except that Class A Common stock shall be voting stock, one (1) vote per share on all matters coming before the shareholders for vote, and Class B Common stock shall have no voting rights, except as otherwise required by law. Holders of Class B Common stock shall have no right to receive notice of any meeting of shareholders or to vote on any matter coming before the shareholders for vote, unless otherwise required by law.

ARTICLE 4. No holder of any stock of the Corporation shall have any preemptive right to purchase, subscribe for, or otherwise acquire any shares of stock of the Corporation of any class now or hereafter authorized, or any securities exchangeable for or convertible into such shares.

ARTICLE 5. The address of the registered office of the Corporation is 3699 Kinsman Boulevard, Madison, Wisconsin 53704, and the name of the registered agent at that address is Linda S. Hughes.