

F96000004573

(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



400415617924

FILED

2023 SEP 20 AM 9:59

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

2023 SEP 20 PM 3:29

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 09/20/2023

****WALK IN****

ENTITY NAME Federal Marine Terminals, Inc.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$43.75

ACCOUNT #: I20160000072

E R J

Please call Tina at the above number for any issues or concerns. Thank you so much!

COVER LETTER

TO: Amendment Section Division of Corporations

SUBJECT: Federal Marine Terminals, Inc.

Name of Corporation

DOCUMENT NUMBER: F96000004573

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Ingrid Stefancic

Name of Contact Person

LOGISTEC Terminals, Inc.

Firm/Company

600 De La Gauchetiere Street West, 14th Floor

Address

Montreal, Quebec H3B 4L2 Canada

City/State and Zip Code

nviau@logistec.com

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

For further information concerning this matter, please call:

Name of Contact Person

at (_____) _____

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)

F96000004573

(Document number of corporation (if known))

1. Federal Marine Terminals, Inc.
(Name of corporation as it appears on the records of the Department of State)
2. Illinois 3. April 15, 1970
(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? March 31, 2023
5. LOGISTEC Terminals, Inc.
(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.

(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

FILED
2023 SEP 20 AM 9:59
CLERK OF STATE
TALLAHASSEE, FLORIDA

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>
	Please see attachment		<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.

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

Ingrid Stefancic

(Typed or printed name of person signing)

Secretary

(Title of person signing)

FILING FEE \$35.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2023 SEP 20 AM 9:59

FILED

Attachment to Item 9

*Re: Application by Foreign Profit Corporation to File Amendment to Application for
Authorization to Transact Business in Florida*

REMOVE

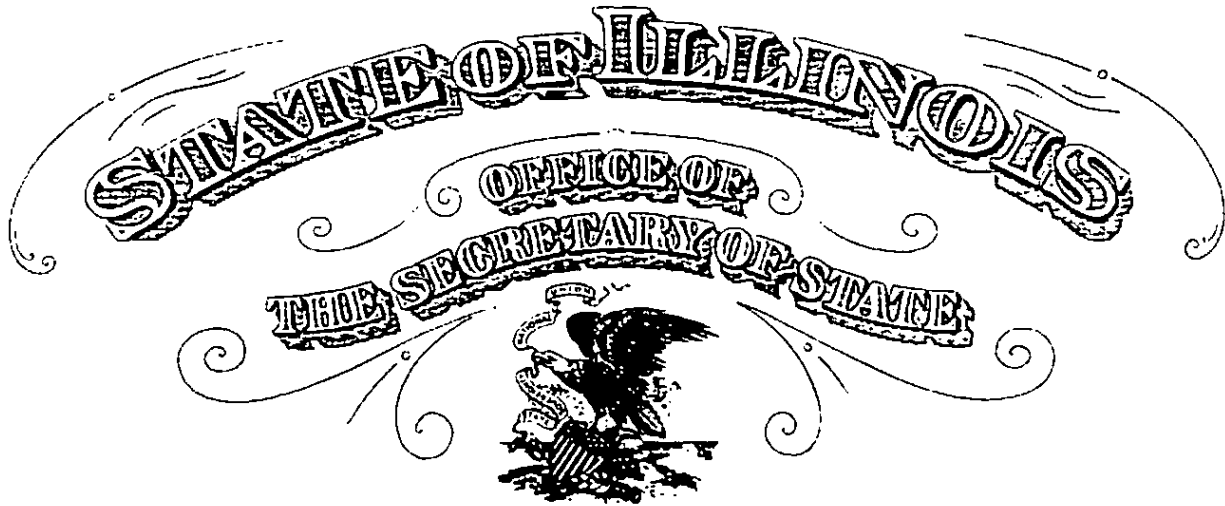
- Laurence G. Pathy: Director
 - 1000 Gauchetière Street West 3400, Montréal (Québec) H3B 4W5
- Paul M. Pathy: Director and Chairman
 - 1000 Gauchetière Street West 3400, Montréal (Québec) H3B 4W5
- Charles Newell: Director
 - 5900 Overhill Road, Shawnee Mission, KS 66208
- Louis Saint-Cyr: President
 - 1000 Gauchetière Street West 3400, Montréal (Québec) H3B 4W5
- Matthew McPhail: Vice President
 - 1000 Gauchetière Street West 3400, Montréal (Québec) H3B 4W5
- Newell: Director
 - 5900 Overhill Road, Shawnee Mission, KS 66208
- Kether A. Shemie: Secretary
 - 1000 Gauchetière Street West 3400, Montréal (Québec) H3B 4W5
- Christopher Dugas: Vice President
 - 1000 Gauchetière Street West 3400, Montréal (Québec) H3B 4W5
- Brigitte Lenis: Asst. Secretary
 - 1000 Gauchetière Street West 3400, Montréal (Québec) H3B 4W5
- Isabelle Brassard: Director and CEO
 - 1000 Gauchetière Street West 3400, Montréal (Québec) H3B 4W5

ADD

- Rodney Corrigan: Director and President
 - 600 Gauchetière Street West, 14th Floor, Montréal (Québec) H3B 4L2
- Carl Delisle: Director and Vice-President, Finance
 - 600 Gauchetière Street West, 14th Floor, Montréal (Québec) H3B 4L2
- Ingrid Stefancic: Director and Secretary
 - 600 Gauchetière Street West, 14th Floor, Montréal (Québec) H3B 4L2

File Number

4529-057-3



To all to whom these Presents Shall Come, Greeting:

I, Alexi Giannoulis, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

ATTACHED HERETO IS A TRUE AND CORRECT COPY, CONSISTING OF 10 PAGE(S), AS TAKEN FROM THE ORIGINAL ON FILE IN THIS OFFICE FOR LOGISTEC TERMINALS, INC..



In Testimony Whereof, I hereto set
my hand and cause to be affixed the Great Seal of
the State of Illinois, this 5TH
day of APRIL A.D. 2023 .

Alexi Giannoulis

SECRETARY OF STATE

Authentication #: 2309501741 verifiable until 04/05/2024.

Authenticate at: <https://www.ilsos.gov>

**Secretary of State
Department of Business Services
501 S. Second St., Rm. 350
Springfield, IL 62756
217-782-6961
www.ilsos.gov**

MAR 31 2023

APR 09 2023

EXPEDITED
SECRETARY OF STATE

Remit payment in the form of a check or money order payable to Secretary of State.



The filing fee is \$100, but if merger involves more than two corporations, submit \$50 for each additional corporation.

File # 45290573 Filing Fee: \$ 100⁰⁰ Approved: WR

----- Submit in duplicate ----- Type or Print clearly in black ink ----- Do not write above this line -----

- Corporation
File Number

45290573

5083605

- b. Corporation or Limited Liability Company shall be governed by the laws of: Illinois

The merger is to become effective on March 31, 2023 at 11:59 p.m. EDT, for accounting purposes only.

5. Plan of merger was approved, as to each Limited Liability Company, in compliance with the laws of the state under which it is organized, and (b) as to each Illinois corporation, as follows:

Mark an "X" in one box only for each Illinois Corporation.

Name of Corporation:	By the shareholders, a resolution of the board of directors having been duly adopted and submitted to a vote at a meeting of shareholders. Not less than the minimum number of votes required by statute and by the Articles of Incorporation voted in favor of the action taken. (§11.20)	By written consent of the shareholders having not less than the minimum number of votes required by statute and by the Articles of Incorporation. Shareholders who have not consented in writing have been given notice in accordance with §7.10. (§11.20)	By written consent of ALL the shareholders entitled to vote on the action, in accordance with §7.10 and §11.20.
Federal Marine Terminals, Inc.	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
_____	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

6. Not applicable if survivor is an Illinois Corporation or an Illinois Limited Liability Company.

It is agreed that, upon and after the filing of Articles of Merger by the Secretary of State of the State of Illinois:

- The surviving Limited Liability Company may be served with process in the State of Illinois in any proceeding for the enforcement of any obligation of any Corporation organized under the laws of the State of Illinois which is a party to the merger and in any proceeding for the enforcement of the rights of a dissenting shareholder of any such Corporation organized under the laws of the State of Illinois against the surviving Limited Liability Company.
- The Secretary of State of the State of Illinois shall be and is hereby irrevocably appointed as the agent of the surviving Limited Liability Company to accept service of process in any such proceedings, and
- The surviving Limited Liability Company will promptly pay to the dissenting shareholders of any Corporation organized under the laws of the State of Illinois which is a party to the merger the amount, if any, to which they shall be entitled under the provisions of The Business Corporation Act of 1983 of the State of Illinois with respect to the rights of dissenting shareholders.

7. a. The undersigned Corporations have caused this statement to be signed by their duly authorized officers, each of whom affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated March 31, 2023 Federal Marine Terminals, Inc.
Month & Day Year Exact Name of Corporation
Ingrid Stefancic
Authorized Officer's Signature
Ingrid Stefancic, Secretary
Name and Title (type or print)

Dated _____, _____
Month & Day Year Exact Name of Corporation

Any Authorized Officer's Signature

Name and Title (type or print)

7. b. The undersigned Limited Liability Companies have caused this statement to be signed by their duly authorized person, who affirms, under penalties of perjury, that the facts stated herein are true and correct. All signatures must be in BLACK INK.

Dated March 31, 2023 Fednav Holdings (USA) Delaware, LLC
Month & Day Year Exact Name of Limited Liability Company
Ingrid Stefancic
Signature
Ingrid Stefancic, Secretary
Name and Title (type or print)

Dated _____, _____
Month & Day Year Exact Name of Limited Liability Company

Signature

Name and Title (type or print)

AGREEMENT AND PLAN
OF MERGER OF
FEDNAV HOLDINGS (USA) DELAWARE, LLC
WITH AND INTO
FEDERAL MARINE TERMINALS, INC.

March 31, 2023

RECITALS

WHEREAS, Fednav Holdings (USA) Delaware, LLC ("US Amalco") is a limited liability company duly organized and existing under the laws of the State of Delaware; and

WHEREAS, US Amalco is the sole shareholder and owner of all of the issued and outstanding equity interests in Federal Marine Terminals, Inc. ("FMT"), a corporation duly organized and existing under the laws of the State of Illinois; and

WHEREAS, the sole member of US Amalco and the Board of Directors of FMT deem it desirable, upon the terms and subject to the conditions herein stated, that US Amalco be merged with and into FMT, and that FMT be the surviving entity (the "Merger");

WHEREAS, it is recognized that, as a result of the Merger, all the properties, rights, ownership interest and liabilities, if any, of US Amalco, other than the outstanding shares of common stock of FMT owned by US Amalco, will become properties, rights, ownership interests and liabilities of FMT as the surviving entity; and

WHEREAS, the purpose of the Merger is to simplify the corporate structure as part of the overall operational integration of FMT.

NOW, THEREFORE, it is agreed as follows:

Section 1

Merger

1.1 At the Effective Time (as hereinafter defined), US Amalco shall be merged with and into FMT, with FMT as the sole surviving entity (the "**Surviving Entity**"). As a result of the Merger, the separate corporate existence of US Amalco shall cease, and FMT shall continue its existence as an Illinois corporation under Illinois law. The name of FMT as the Surviving Entity shall be changed to LOGISTEC Terminals, Inc.

1.2 The Merger shall have the effects set forth in this Agreement and Plan of Merger and in the applicable provisions of the Delaware Limited Liability Company Act.

Section 2

Conversion of Shares

2.1 At the Effective Time:

(a) Each then-outstanding unit of limited liability company membership interest of US Amalco shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one share of common stock of the Surviving Entity.

(b) Each then-outstanding share of common stock of FMT shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and no consideration shall be issued in respect thereof.

Section 3

Effective Time

3.1 If this Agreement and Plan of Merger is duly adopted by, in the case of US Amalco, the sole member and, in the case of FMT, the Board of Directors and stockholders and is

not terminated, a certificate of merger reflecting this Agreement and Plan of Merger shall be filed with the Secretary of State of the State of Delaware and articles of merger attaching this Agreement and Plan of Merger shall be filed with the Secretary of State of the State of Illinois.

3.2 The Merger shall become effective on March 31, 2023 at 11:59 p.m. EDT, for accounting purposes only (the "Effective Time").

Section 4

Certificate of Incorporation; Bylaws

4.1 At the Effective Time, the Articles of Incorporation of FMT, as amended through the Effective Time, shall be the Articles of Incorporation of the Surviving Entity until further amended as provided by applicable law.

4.2 At the Effective Time, the bylaws of FMT, as amended through the Effective Time, shall be the bylaws of the Surviving Entity until further amended in accordance with the provisions thereof and of applicable law.

Section 5

Directors and Officers

5.1 The directors of the Surviving Entity shall be Ingrid Stefancic, Carl Delisle, and Rodney Corrigan. The officers of US Amalco immediately prior to the Effective Time of the Merger shall be the officers of the Surviving Entity.

Section 6

Reserved.

Section 7

Tax Treatment

7.1 US Amalco and FMT intend for the Merger to qualify as a tax-deferred reorganization under Section 368(a)(1) of the *Internal Revenue Code of 1986*, as amended, and the Treasury Regulations promulgated thereunder, and this Agreement and Plan of Merger is intended to be, and is hereby adopted as, a "plan of reorganization" within the meaning of Treasury Regulations Sections 1.368-2(g) and 1.368-3.

Section 8

Miscellaneous

8.1 **Governing Law.** This Agreement and Plan of Merger shall be governed and construed in accordance with the laws of the State of Delaware.

8.2 **Entire Agreement.** This Agreement and Plan of Merger constitutes the complete and entire agreement among the parties and constitutes the complete, final, and exclusive embodiment of their agreement with respect to the subject matter hereof.

8.3 **Counterparts.** This Agreement and Plan of Merger may be executed in counterparts with the same effect as if all parties have signed the same document and each such executed counterpart shall be deemed to be an original instrument. All executed counterparts together shall constitute one and the same instrument.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, US Amalco and FMT have caused this Agreement and Plan of Merger to be executed as of the date first set forth above.

**FEDNAV HOLDINGS (USA) DELAWARE,
LLC**


By: Ingrid Stefancic
Ingrid Stefancic
Secretary

FEDERAL MARINE TERMINALS, INC.

By: Ingrid Stefancic
Ingrid Stefancic
Secretary

CERTIFICATE OF THE SECRETARY
OF
FEDERAL MARINE TERMINALS, INC.

The undersigned, being the Secretary of Federal Marine Terminals, Inc., an Illinois corporation ("FMT"), does hereby certify pursuant to the Illinois Business Corporation Act of 1983 that the sole stockholder of FMT duly adopted this Agreement and Plan of Merger by a written consent to action without a meeting pursuant to and in accordance with the Illinois Business Corporation Act of 1983.


Ingrid Stefancic
Secretary

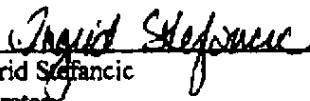
Dated: March 31, 2023

CERTIFICATE OF THE SECRETARY

OF

FEDNAV HOLDINGS (USA) DELAWARE, LLC

The undersigned, being the Secretary of Fednav Holdings (USA) Delaware, LLC, a Delaware limited liability company ("US Amalco"), does hereby certify that the sole member of US Amalco duly adopted this Agreement and Plan of Merger by a written consent to action without a meeting pursuant to and in accordance with the Delaware Limited Liability Company Act.


Ingrid Stefancic
Secretary

Dated: March 31, 2023

File Number

4529-057-3



To all to whom these Presents Shall Come, Greeting:

I, Alexi Giannoulis, Secretary of State of the State of Illinois, do hereby certify that I am the keeper of the records of the Department of Business Services. I certify that

LOGISTEC TERMINALS, INC., A DOMESTIC CORPORATION, INCORPORATED UNDER THE LAWS OF THIS STATE ON APRIL 22, 1965, APPEARS TO HAVE COMPLIED WITH ALL THE PROVISIONS OF THE BUSINESS CORPORATION ACT OF THIS STATE, AND AS OF THIS DATE, IS IN GOOD STANDING AS A DOMESTIC CORPORATION IN THE STATE OF ILLINOIS.



In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 13TH day of SEPTEMBER A.D. 2023 .