

653208

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

International Foodservice Equipment Distributors, In

Certificate of Status		0
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\$ 70.00

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May 5, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

INTERNATIONAL FOODSERVICE EQUIPMENT DISTRIBUTORS, INC.
200 W. 22ND ST.
SUITE 240
LOMBARD, IL 60148

RESUBMIT
Please give original
submission date as file date.

SUBJECT: INTERNATIONAL FOODSERVICE EQUIPMENT DISTRIBUTORS, INC.
REF: G53208

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

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) 245-6916.

Carol Mustain
Regulatory Specialist II

FAX Aud. #: H08000120290
Letter Number: 706A00028504

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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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)
International Foodservice Equipment Distributors, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
International Foodservice Equipment Distributors, Inc.	Florida	G5320B

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TALLAHASSEE, FLORIDA
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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 / / (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 5-1-08

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 5-1-08

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)

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PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>International Foodservice Equipment Distributors, Inc.</u>	<u>Florida</u>

The name and jurisdiction of each subsidiary corporation:

<u>Name</u>	<u>Jurisdiction</u>
<u>International Foodservice Equipment Distributors, Inc.</u>	<u>Delaware</u>
_____	_____
_____	_____
_____	_____
_____	_____

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

See Plan and Agreement of Merger attached hereto.

(Attach additional sheets if necessary)

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

See Plan and Agreement of Merger attached hereto.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

See Plan and Agreement of Merger attached hereto.

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AGREEMENT AND PLAN OF MERGER

OF

INTERNATIONAL FOODSERVICE EQUIPMENT DISTRIBUTORS, INC.
(a Florida corporation)

WITH AND INTO

INTERNATIONAL FOODSERVICE EQUIPMENT DISTRIBUTORS, INC.
(a Delaware corporation)

Pursuant to Section 253
of the General Corporation Law
of the State of Delaware

and

Section 607.1104 of the General Corporation Law
of the State of Florida

This Agreement and Plan of Merger (the "Agreement") is entered into as of the 1st day of May 2008, by and between International Foodservice Equipment Distributors, Inc., a Florida corporation ("Parent"), and International Foodservice Equipment Distributors, Inc., a Delaware corporation ("Subsidiary"). Said corporations are hereinafter sometimes collectively referred to as the "Constituent Corporations" and individually as a "Constituent Corporation."

WHEREAS, Parent is a corporation duly organized under the laws of the State of Florida, having been incorporated on August 8, 1983, and having an authorized capital stock consisting of 100 shares of Common Stock, one hundred dollars (\$100) par value per share, of which 100 shares are issued and outstanding; and

WHEREAS, Subsidiary is a corporation duly organized under the laws of the State of Delaware, having been incorporated on April 1, 2008 and having an authorized capital stock consisting of 100 shares of common stock, one hundred dollars (\$100) par value per share, of which one share is issued and outstanding and held by Parent; and

WHEREAS, the respective Boards of Directors of the Constituent Corporations have determined that it is advisable that the Parent be merged with and into Subsidiary in a corporate reorganization under Section 368(a)(1)(F) of the Internal Revenue Code, as amended, pursuant to the terms of this Agreement and in accordance with the applicable provisions of the laws of the States of Florida and Delaware; and

WHEREAS, the Board of Directors and shareholders of the Parent and the Board of Directors and sole shareholder of Subsidiary, respectively, have approved and adopted this Agreement and Plan of Merger by unanimous written consent;

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NOW, THEREFORE, in consideration of the recitals set forth herein, and for other good and valuable consideration, the sufficiency of which is mutually acknowledged, the Constituent Corporations agree as follows:

1. Plan of Merger. The Parent shall be merged with and into Subsidiary (hereinafter sometimes referred to as the "Surviving Corporation"), pursuant to Section 253 of the General Corporation Law of the State of Delaware and Section 607.1104 of the General Corporation Law of the State of Florida.

2. Effective Date of the Merger. The merger contemplated herein shall become effective upon the filing of certificates of merger with the Florida and Delaware Secretaries of State.

3. Conversion of Shares.

Each share of the Common Stock of the Parent issued and outstanding on the effective date of the merger, without any further action, shall become and be converted into one (1) share of the Common Stock of the Surviving Corporation; and each outstanding stock certificate representing shares of the Common Stock of the Parent shall thereupon be deemed to evidence ownership of the same number of fully paid, non-assessable shares of the Common Stock of the Surviving Corporation, prior to such time as the shareholders of Parent tender said stock certificates to the Surviving Corporation for reissuance. Each share of Common Stock of the Subsidiary issued and outstanding on the effective date of the merger (but immediately prior to such merger) shall, immediately following the merger, be deemed cancelled.

4. Certificate of Incorporation. The Certificate of Incorporation of Subsidiary in effect on the effective date of the merger, except as amended herein, shall be the Certificate of Incorporation of the Surviving Corporation and the name of the Surviving Corporation shall be the name of Subsidiary and the Surviving Corporation shall be governed by the laws of the State of Delaware. Article V of the Certification of Incorporation of Subsidiary is hereby amended and restated in its entirety as described on Exhibit A hereto.

5. Bylaws. The bylaws of Subsidiary in effect on the effective date of the merger shall continue as the bylaws of the Surviving Corporation.

6. Directors and Officers. The persons who are the directors and officers of the Parent on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation, and they shall hold office until the next annual meeting of the stockholders and directors of the Surviving Corporation, or until their respective successors are duly elected and have qualified.

7. Effect of Merger. On the effective date of the merger:

(a) The Constituent Corporations shall become a single corporation. The separate corporate identity and existence of the Parent shall cease, except as it may be continued by statute, and the corporate identity and existence of Subsidiary shall continue as provided herein.

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(b) The Surviving Corporation shall thereupon and thereafter possess all of the rights, privileges, immunities, powers and franchises of each of the Constituent Corporations and all property, real, personal and mixed, all debts due on whatever account, including subscriptions to shares and all choses in action, and all and every other interest of, or belonging to, or due to each of the Constituent Corporations shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed, and the title to all property, real, personal and mixed, or any interest therein, vested in either of the Constituent Corporations, shall not revert or be in any way impaired by reason of the merger.

(c) The Surviving Corporation thenceforth shall be responsible and liable for all of the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted to judgment as if the merger had not taken place, or the Surviving Corporation may be substituted in place of either Constituent Corporation; and neither the rights of creditors nor any liens upon the property of either Constituent Corporation shall be impaired by the merger.

8. Reorganization. It is intended that the merger shall be deemed a corporate reorganization pursuant to the provisions of Section 368(a)(1)(F) of the Internal Revenue Code, as amended.

9. Amendment. At any time prior to the effective date of the merger, this Agreement may be amended in whole or in part as may be deemed in the judgment of the respective Boards of Directors of the Constituent Corporations to be necessary, desirable or expedient in order to clarify the intentions of the parties hereto or to effect or facilitate the filing, recording or official approval of this Agreement and the merger contemplated hereby.

10. Abandonment. Notwithstanding any provision hereof to the contrary, this Agreement and the merger herein contemplated may be abandoned by the Board of Directors of either of the Constituent Corporations, in their sole discretion, at any time prior to the effective date of the merger.

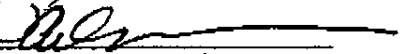
11. Further Assurances. Each of the Constituent Corporations agrees that from time to time, as and when requested by the Surviving Corporation, its successors or assigns, it will execute, acknowledge, deliver and file all proper deeds, assurances, assignments, bills of sale and other documents, and do all other acts and things, or cause the same to be done, which are necessary or proper in order to vest, perfect or confirm in the Surviving Corporation title to and possession of all the property, rights, privileges, powers and franchises of such Constituent Corporations, or otherwise necessary or proper to carry out the intent and purposes of this Agreement.

12. Expenses of the Merger. The Surviving Corporation shall pay all expenses of carrying this Agreement and Plan of Merger into effect and of accomplishing the merger.

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IN WITNESS WHEREOF, the parties hereto, by their duly authorized officers, have executed this Agreement as of the date indicated above.

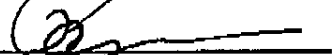
INTERNATIONAL FOODSERVICE EQUIPMENT DISTRIBUTORS, INC., a Florida corporation

By: 
Paul Ellingson, Chairman


ATTEST:


Tom Schrack, Secretary

INTERNATIONAL FOODSERVICE EQUIPMENT DISTRIBUTORS, INC., a Delaware corporation

By: 
Paul Ellingson, Chairman

ATTEST:


Jerry Greene, Secretary

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EXHIBIT A

AMENDED AND RESTATED
ARTICLE V
TO THE CERTIFICATE OF INCORPORATION OF
INTERNATIONAL FOODSERVICE EQUIPMENT DISTRIBUTORS, INC.

RESOLVED, that the Certificate of Incorporation of this corporation be amended by restating **ARTICLE V** in its entirety, as follows:

"ARTICLE V: The following provisions are inserted for the management of the business and for the conduct of the affairs of the Corporation and it is expressly provided that they are intended to be in furtherance and not in limitation or exclusion of the powers conferred by the statutes of the State of Delaware:

A. The property, business, and affairs of the corporation shall be managed by its Board of Directors, consisting of not less than five (5) and not more than fifteen (15) individuals, acting by and through the officers of the corporation as its agents; subject, however, to the control and direction of the stockholders.

B. The number of directors may be increased or decreased by amendment of the Certificate of Incorporation by the affirmative vote of stockholders holding not less than two-thirds (2/3) of all the votes entitled to be cast by the stockholders of the Corporation.

C. The Board of Directors shall have power from time-to-time to fix and to determine the use and disposition of any surplus or net profits over and above the capital as determined pursuant to, and subject to, the provisions of the General Corporation Law of Delaware and the By-Laws of the Corporation; and in its discretion the Board of Directors may use and apply any such surplus or accumulated profits in purchasing or acquiring bonds, debentures, notes, or other obligations or securities of the Corporation or shares of its own stock of any class so far as may be permitted by law, to such extent and in such manner and upon such terms as the Board of Directors shall deem expedient, but any such bonds, debentures, notes, obligations, securities or stock so purchased or acquired (together with any stock or securities acquired in satisfaction of a debt or otherwise), may be resold, except as otherwise provided in the Certificate of Incorporation or By-Laws. Nothing herein contained, however, shall be held to limit the general power of the Corporation to apply any other funds or assets to the purchase or acquisition or retirement of its stock, bonds, debentures, notes or other obligations or securities.

D. Subject to applicable law, the Board of Directors may from time-to-time determine whether and to what extent, and at what times and places and under what conditions and regulations the accounts and books of the Corporation or any of them shall be open to the inspection of the stockholders.

E. The books of the Corporation may be kept within or without the State of Delaware at such place or places as may be designated from time-to-time by the By-Laws.

F. The Board shall have power, in its discretion, to reimburse reasonable, actual expenses of Directors rendering services to the Corporation.

G. In addition to the powers and authorities hereinbefore or by statute expressly

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conferred upon it, the Board of Directors is hereby empowered to exercise all such powers and to do all such acts and things as may be exercised or done by the Corporation; subject, nevertheless, to the provisions of the statutes of Delaware, of this Certificate of Incorporation and of any By-Laws from time-to-time made by the stockholders; provided, however, that no By-Laws so made shall invalidate any prior act of the Board of Directors which would have been valid if such By-Laws had not been made."