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Division of Corporations

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Florida Department of State  
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**MERGER OR SHARE EXCHANGE****Florida Wholesale Distributors, Inc.**

Certificate of Status	1
Certified Copy	0
Page Count	05
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*\*effective  
11/1/2022*

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**S. PRATHER**

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**ARTICLES OF MERGER  
MERGING GULF COAST PAINT AND SUPPLIES, INC.  
INTO FLORIDA WHOLESALE DISTRIBUTORS, INC.**

Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, FLORIDA WHOLESALE DISTRIBUTORS, INC., a Florida corporation, as the Surviving Entity, hereby delivers these Articles of Merger for the purpose of merging GULF COAST PAINT AND SUPPLIES, INC., a Florida corporation, into FLORIDA WHOLESALE DISTRIBUTORS, INC., a Florida corporation (the "Merger").

1. A copy of the Agreement and Plan of Merger adopted by the constituent entities (the "Plan") is attached hereto as **Exhibit A**.
2. The Merger was approved and adopted by the Board of Directors and all of the shareholders of FLORIDA WHOLESALE DISTRIBUTORS, INC. on December 13, 2021.
3. The Merger was approved and adopted by the Board of Directors and all of the shareholders of GULF COAST PAINT AND SUPPLIES, INC. on December 13, 2021.
4. The Merger shall be effective January 1, 2022.

Dated: December 13, 2021

FLORIDA WHOLESALE DISTRIBUTORS, INC.

By: Robert E. Watson  
Name: Robert E. Watson  
Title: President

GULF COAST PAINT AND SUPPLIES, INC.

By: Robert E. Watson  
Name: Robert E. Watson  
Title: President

FILED

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

95-31643

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Exhibit A

[Attach Copy of Agreement and Plan of Merger]

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**AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is adopted as of December 13, 2021, to be effective for all purposes as of January 1, 2022, between FLORIDA WHOLESALE DISTRIBUTORS, INC., a Florida corporation ("Florida Wholesale" or the "Surviving Entity"), and GULF COAST PAINT AND SUPPLIES, INC., a Florida corporation ("Gulf Coast" and, together with Florida Wholesale, the "Corporations").

**TERMS**

WHEREAS, all of the outstanding capital stock of the Corporations is owned as follows:

Florida Wholesale		
Shareholder	Shares	Percentage
Robert Eugene Watson Revocable Trust	100	100%

Gulf Coast		
Shareholder	Shares	Percentage
Robert Eugene Watson Revocable Trust	100	100%

WHEREAS, the Board of Directors of each Corporation deem it advisable and generally to the advantage and welfare of the Corporations that Gulf Coast merge into Florida Wholesale pursuant to the provisions of the Florida Business Corporation Act;

NOW, THEREFORE, in consideration of the foregoing premises and the mutual agreements herein contained and of the mutual benefits hereby provided, the constituent corporations hereby agree as follows:

**SECTION 1**  
**THE MERGER**

1.1. Merger. On the Effective Date (as defined in Section 2.1), Gulf Coast shall be merged with and into Florida Wholesale. The transaction contemplated by this Agreement is referred to herein as the "Merger."

1.2. Plan of Merger. The Corporations each hereby adopt the Plan of Merger in the form attached hereto as **Exhibit A**.

1.3. Further Assurances. From time to time as and when requested by Florida Wholesale, or its successors or assigns, the officers and directors of Gulf Coast last in office shall execute and deliver such deeds and other instruments and shall take or cause to be taken such other actions as shall be necessary to vest or perfect in or to confirm of record or otherwise Florida Wholesale's title to, and possession of, all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Gulf Coast, and otherwise to carry out the purposes of this Agreement.

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SECTION 2  
GENERAL PROVISIONS

2.1. Effective Date. The Merger shall become effective (the "Effective Date") on January 1, 2022, or on such later date when all of the following actions shall have then been taken in the following order:

(a) This Plan shall have been adopted and approved by the shareholders and Board of Directors of each Corporation in accordance with Fla. Stat. Sections 607.0704, 607.0821 and 607.1103; and

(b) Articles of Merger setting forth the information required by, and executed and acknowledged in accordance with, Fla. Stat. Section 607.1105 shall be filed with the Florida Department of State.

2.2. Termination. At any time before the Effective Date, this Plan may be terminated and the Merger abandoned (subject to contractual rights, if any) by the Board of Directors of the Corporations.

DULY EXECUTED by the undersigned parties, by and through their duly authorized officers, on the date first written above.

FLORIDA WHOLESALE DISTRIBUTORS,  
INC., a Florida corporation

By: Robert E. Watson  
Robert E. Watson, President

GULF COAST PAINT AND SUPPLIES, INC.,  
a Florida corporation

By: Robert E. Watson  
Robert E. Watson, President

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TALLAHASSEE, FLORIDA

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**Exhibit A****PLAN OF MERGER**

This PLAN OF MERGER (this "Plan") is hereby adopted by FLORIDA WHOLESALE DISTRIBUTORS, INC., a Florida corporation ("Florida Wholesale" or the "Surviving Entity"), and GULF COAST PAINT AND SUPPLIES, INC., a Florida corporation ("Gulf Coast"), for the purpose of merging Gulf Coast into Florida Wholesale in accordance with the provisions of Section 607.1105 of the Florida Statutes.

1. Merger. Gulf Coast will be merged with and into Florida Wholesale pursuant to and in accordance with Section 607.1105 of the Florida Statutes (the "Merger"). As a result of the Merger, the separate existence of Gulf Coast will cease, and Florida Wholesale, as the Surviving Entity, will be fully vested in the rights, privileges and assets of Gulf Coast and will be responsible for the debts, liabilities, and obligations of Gulf Coast.

2. Treatment of Shares. Each share of stock in Florida Wholesale issued and outstanding immediately prior to the Merger will be unaffected by the Merger and will remain issued and outstanding following the Merger. Each share of stock of Gulf Coast issued and outstanding immediately prior to the Merger will, by virtue of the Merger and without any action on behalf of any party to this Plan, be cancelled.

3. Articles of Incorporation of Surviving Entity. The articles of incorporation of the Florida Wholesale as in effect immediately prior to the Effective Date shall be the articles of incorporation of the Surviving Entity.

4. Directors and Officers of Surviving Entity. The directors and officers of Florida Wholesale in place immediately prior to the Effective Date shall be the directors and officers of the Surviving Entity.

5. Effective Date. The Merger will become effective on January 1, 2022 (the "Effective Date").