

K 98825

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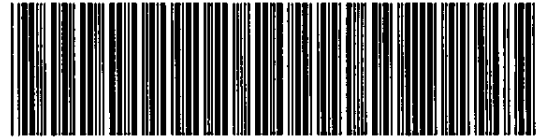
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SECRETARY OF STATE
OF MASSACHUSETTS

12/22/16

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GS Equipment, 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:

Robert K. Eddy

Contact Person

Robert K. Eddy, P.A.

Firm/Company

320 W. Kennedy Blvd., Suite 700

Address

Tampa, FL 33606

City/State and Zip Code

reddy@e-flaw.com

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

For further information concerning this matter, please call:

Robert K. Eddy

Name of Contact Person

At (813)

251-8800

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

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> |
|--------------------|---------------------|------------------------|
| GS Equipment, Inc. | Florida | K98825 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|--------------------|---------------------|------------------------|
| GS Equipment, Inc. | Florida | K98825 |

| | | |
|-----------|---------|--------|
| GSX, Inc. | Florida | J63255 |
|-----------|---------|--------|

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.

Fifth: Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the shareholders of the surviving corporation on the 20th day of DECEMBER, 2016.

Sixth: Adoption of Merger by merging corporations:

The Plan of Merger was adopted by the shareholders of the merging corporations on the 20th day of DECEMBER, 2016.

Seventh: Signatures for each corporation:

| <u>Name of Corporation</u> | <u>Signature of Officer or Director</u> | <u>Typed or Printed Name of Individual and Title</u> |
|----------------------------|---|--|
| GS Equipment, Inc. | <u>RLK 7 _____</u> | <u>Raymond K FERREIRA Jr</u> |
| GSX, Inc. | <u>RLK 7 _____</u> | <u>Raymond K FERREIRA Jr</u> |

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2016 DEC 22 PM 3:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER
(Non Subsidiaries)

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|--------------------|---------------------|
| GS Equipment, Inc. | Florida |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|--------------------|---------------------|
| GS Equipment, Inc. | Florida |

| | |
|-----------|---------|
| GSX, Inc. | Florida |
|-----------|---------|

Third: The terms and conditions of the merger are as follows:

GSX, Inc. will merge with GS Equipment, Inc. and G.S. Equipment, Inc. will be the surviving corporation. The Common Stock of GSX, Inc. shall be retired and cancelled of record. All assets of GSX, Inc. will be acquired by GS Equipment, Inc. subject to outstanding liens and encumbrances. GS Equipment, Inc. agrees to assume all non-disputed obligations of GSX, Inc.

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

There will be no conversion of shares in each corporation. The shares of Common Stock in GSX, Inc. will be retired and cancelled. The shareholders of GS Equipment, Inc. immediately prior to the merger shall continue to be the shareholders of the surviving corporation following the corporate merger.

Restated Articles of Incorporation are attached.

Sixth: Signatures for each corporation:

| <u>Name of Corporation</u> | <u>Signature of Officer or Director</u> | <u>Typed or Printed Name of Individual and Title</u> |
|----------------------------|---|--|
| GS Equipment, Inc. | <u>RK F</u> | <u>Raymond K FERREIRA Jr</u> |
| GSX, Inc. | <u>RK F</u> | <u>Raymond K FERREIRA Jr</u> |