

M54360

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

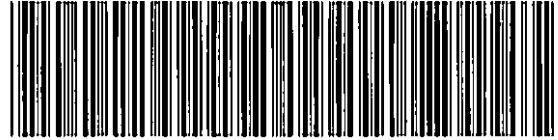
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2022 SEP 29 AM 11:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2022 OCT 11 PM 12:29

*02250, 00524, 00671



COGENCYGLOBAL

115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

Date: **October 11, 2022**

Account#: 120000000088

Name: **James Brodbeck**

Reference #: **1793627**

Entity Name: **SUPPLYONE TAMPA BAY, INC.**

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: **\$105.00**

Signature: 



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 30, 2022

COGENCYGLOBAL

TALLAHASSEE, FL 32301

SUBJECT: SUPPLYONE TAMPA BAY, INC.
Ref. Number: M54360

We have received your document for SUPPLYONE TAMPA BAY, INC. and the authorization to debit your account in the amount of \$105.00. However, the document has not been filed and is being returned for the following:

I have attached a merger form. Please include the wording in the third paragraph in your articles of merger. Also please state "The surviving entity exists before the merger and is a domestic filing entity" (see paragraph 4).

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) 245-6823.

Annette Ramsey
OPS

Letter Number: 622A00021825

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2022 OCT 11 AM 11:45
TALLAHASSEE, FLORIDA

Articles of Merger

The following Articles of Merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act.

First:

The name and jurisdiction of the surviving corporation:

SupplyOne Tampa Bay, Inc. Florida M54360

Second:

The name and jurisdiction of each merging corporation:

IC Industries, Inc. Florida L81520

Third:

The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S. The Plan of Merger is attached.

Fourth:

The surviving corporation exists before the merger and is a domestic filing entity.

Fifth:

The merger shall become effective on September 30, 2022.

Sixth:

The Plan of Merger was adopted by the board of directors of the surviving corporation on September 7, 2022 and shareholder approval was not required.

Seventh:

The Plan of Merger was adopted by the board of directors of the merging corporation on September 7, 2022 and shareholder approval was not required.

Eighth:

The undersigned corporations have caused this statement to be signed by a duly authorized officer or director who affirms, under penalties of perjury, that the facts stated above are true and correct.

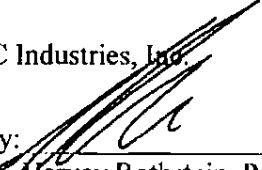
Dated: September 7, 2022

SupplyOne Tampa Bay, Inc.

By: 
Thomas S. Renehan, Chief Executive Officer

Dated: September 7, 2022

IC Industries, Inc.

By: 
Harvey Rothstein, President

2022 OCT 11 PM 12:29

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger"), is entered into as of September 7, 2022, by and between SupplyOne Tampa Bay, Inc., a Florida corporation (the "Parent") and IC Industries, Inc., a Florida corporation (the "Subsidiary"), pursuant to Section 607.1101 of the Florida Business Corporation Act (the "Act"). The Parent and the Subsidiary are referred to herein collectively as the "Parties."

WHEREAS, the Parent owns all of the outstanding shares of each class of capital stock of the Subsidiary;

WHEREAS, the Boards of Directors of the Parent and the Subsidiary each have approved and adopted this Plan of Merger and the transactions contemplated by this Plan of Merger after making a determination that this Plan of Merger and such transactions are advisable and fair to, and in the best interests of, the Parent, the Subsidiary and its stockholders;

WHEREAS, pursuant to the transactions contemplated by this Plan of Merger and on the terms and subject to the conditions set forth herein, the Subsidiary, in accordance with the Act, will merge (the "Merger") with and into the Parent, with the Parent continuing as the surviving corporation (the "Surviving Corporation"); and

WHEREAS, for US federal income tax purposes, the Parties intend that the Merger qualify as a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants, terms and conditions set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Parties agree as follows:

1. **Merger.** Upon the terms and subject to the conditions set forth in this Plan of Merger, and in accordance with the Act, the Subsidiary shall be merged with and into the Parent at the Effective Time (as hereinafter defined). Following the Effective Time, the separate corporate existence of the Subsidiary shall cease, and the Parent shall continue as the Surviving Corporation. The effects and consequences of the Merger shall be as set forth in this Plan of Merger and the Act.

2. **Effective Time.**

(a) Subject to the provisions of this Plan of Merger, on the date hereof, the Parties shall duly prepare, execute and file articles of merger (the "Articles of Merger"), complying with Section 607.1104 of the Act with the Secretary of State of the State of Florida. The Merger shall become effective on September 30, 2022 (the "Effective Time").

(b) The Merger shall have the effects set forth in the Act, including without limitation, Section 607.1101 of the Act. Without limiting the generality of the foregoing, from the Effective Time, all the properties, rights, privileges, immunities, powers and franchises of the Subsidiary shall vest in the Parent, as the Surviving Corporation, and all debts, liabilities, obligations and duties of the Subsidiary shall become the debts, liabilities, obligations and duties of the Parent, as the Surviving Corporation.

(c) By virtue of the Merger and without any action on the part of the Parent or the Subsidiary, the shares of the Subsidiary shall not be converted and will automatically be cancelled.

3. **Shareholders of the Subsidiary.** If applicable, shareholders of the Subsidiary, who, except for the applicability of Section 607.1104 of the Act, would be entitled to vote and who dissent from the merger pursuant to Section 607.1321 of the Act 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.

4. **Organizational Documents.** The by-laws of the Parent in effect at the Effective Time shall be the by-laws of the Surviving Corporation until thereafter amended as provided therein or by the Act, and the articles of incorporation of the Parent in effect at the Effective Time shall be the articles of incorporation of the Surviving Corporation until thereafter amended as provided therein or by the Act.

5. **Directors and Officers.** The directors and officers of the Parent immediately prior to the Effective Time shall be the directors of the Surviving Corporation from and after the Effective Time and shall hold office until the earlier of their respective death, resignation or removal or their respective successors are duly elected or appointed and qualified in the manner provided for in the articles of incorporation and by-laws of the Surviving Corporation or as otherwise provided by the Act.

6. **Governing Law; Submission to Jurisdiction.** This Plan of Merger shall be governed by and construed in accordance with the internal laws of the State of Florida without giving effect to any choice or conflict of law provision or rule (whether of the State of Florida or any other jurisdiction) that would cause the application of the laws of any jurisdiction other than those of the State of Florida.

7. **Counterparts.** This Plan of Merger may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same agreement. A signed copy of this Plan of Merger delivered by facsimile, e-mail or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Plan of Merger.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger as of the date first above written.

PARENT:

SUPPLYONE TAMPA BAY, INC.

By 

Name: Thomas S. Renchan

Title: Chief Executive Officer

TARGET:

IC INDUSTRIES, INC.

By 

Name: Thomas S. Renchan

Title: Chief Executive Officer