

FD5000533

Florida Department of State
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MERGER OR SHARE EXCHANGE
MBC Holdings of Ohio, Inc

Certificate of Status	0
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TALLAHASSEE FLORIDA

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FILED

ARTICLES OF MERGER

(Profit Corporations)

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The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MBC Holdings of Ohio, Inc.	Ohio	4359130

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MBC Holdings of Florida, Inc.	Florida	P05000053393
MBC Holdings of Ohio, Inc.	Ohio	4359130

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 9 / 30 / 2019 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed document's effective date on the Department of State's records.

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 September 12, 2019

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 September 12, 2019

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

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(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individ

MBC Holdings of Florida, Inc.

Errolly D. Mell

Bradley D. Miller, President

MBC Holdings of Ohio, Inc.

Buddy D Miller

Bradley D. Miller, President

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PLAN OF MERGER**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

NameJurisdiction

MBC Holdings of Ohio, Inc.

Ohio

Second: The name and jurisdiction of each merging corporation:

NameJurisdiction

MBC Holdings of Florida, Inc.

Florida

MBC Holdings of Ohio, Inc.

Ohio

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

Upon the terms and subject to the satisfaction of the conditions precedent contained in that certain Agreement and Plan of ("Agreement"), to be effective as of September , 2019 (the "Effective Date"), MBC Holdings of Florida, Inc. shall be merged into MBC Holdings of Ohio, Inc. (the "Merger"), and the Merger shall be a tax free reorganization under Section 368(c) of the Internal Revenue Code of 1986, as amended. The existence of MBC Holdings of Ohio, Inc. shall continue unaffected by and the existence of MBC Holdings of Florida, Inc. shall cease and thereupon MBC Holdings of Ohio, Inc. and MBC Holdings of Florida, Inc. shall become a single corporation.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or 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: At the Effective Time, the rights of the respective equity holders of MBC Holdings of Florida, Inc. shall be terminated, and all certificates, if any, shall be deemed to be canceled, and of no further force and effect, and the equity interests of MBC Holdings of Ohio, Inc. shall continue in full force and effect.

(Attach additional sheets if necessary)

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached.
None.

OR

Restated articles are attached: N/A

Other provisions relating to the merger are as follows:
None.