

P05000064989

Florida Department of State
Division of Corporations
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RE-SUBMIT

Please retain original filing
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To:

Division of Corporations
Fax Number : (850) 617-6380

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**MERGER OR SHARE EXCHANGE
EURO-NOTIONS FLORIDA INC.**

Certificate of Status	0
Certified Copy	0
Page Count	06/11
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2010 SEP 30 PM 3:17

FILED



September 30, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

EURO-NOTIONS FLORIDA INC.
4131 GORDON DRIVE
NAPLES, FL 34102US

SUBJECT: EURO-NOTIONS FLORIDA INC.
REF: P05000064989

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.

The plan and agreement of merger was not attached as stated in the document.

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) 245-6925.

Teresa Brown
Regulatory Specialist II

FAX Aud. #: H10000215375
Letter Number: 210A00023258

RE-SUBMIT

Please retain original filing
date of submission 9/30

RECEIVED
10 OCT -1 AM 8:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Euro-Notions Florida 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:

Maria Kenigsberg

Contact Person

Greenberg Traurig, LLP

Firm/Company

77 West Wacker Drive, Suite 3100

Address

Chicago, IL 60601

City/State and Zip Code

kenigsbergm@gtlaw.com

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

For further information concerning this matter, please call:

Maria Kenigsberg

Name of Contact Person

At (312) 236-4773

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> (If known/ applicable)
<u>Euro-Notions Florida Inc.</u>	<u>Florida</u>	<u>P05000064989</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>AOK-Smith, Inc.</u>	<u>Illinois</u>	<u>3572-635-7</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 / 2010 (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 August 18, 2010

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 August 18, 2010

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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TALLAHASSEE, FLORIDA

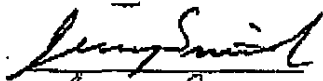
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

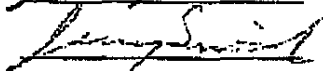
Typed or Printed Name of Individual & Title

Euro-Notions Florida Inc.



Gerald S. Smith, President

AOK-Smith, Inc.



Gerald S. Smith, President

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:

Name

Jurisdiction

Euro-Notions Florida Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

AOK-Smith, Inc.

Illinois

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

See attached Plan and Agreement of Merger.

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:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

N/A

PLAN AND AGREEMENT OF MERGER

BETWEEN

EURO-NOTIONS FLORIDA INC.
(a Florida corporation)

AND

AOK-SMITH, INC.
(an Illinois corporation)

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement"), dated as of the 18th day of August, 2010, is made by and between EURO-NOTIONS FLORIDA INC., a Florida corporation ("ENF"), and AOK-SMITH, INC., an Illinois corporation ("AOKS"). AOKS corporation is wholly owned by the same shareholder. ENF and AOKS are hereinafter sometimes referred to as the "Constituent Corporations."

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable and in the best interest of the Constituent Corporations and the shareholders of both of the Constituent Corporations that AOKS be merged with and into ENF; and

WHEREAS, the provisions of Section 607.1103 of the Florida Business Corporation Act (the "FBCA") authorize the merger of a corporation organized under the laws of the State of Illinois with and into a corporation organized under the laws of the State of Florida.

NOW, THEREFORE, the Constituent Corporations and the shareholders of each of the corporations hereto agree that AOKS shall be merged with and into ENF, and that the terms and conditions of such merger and the mode of carrying the same into effect, shall be as follows:

1. **The Merger.** At the Effective Date (as defined in Section 10 below) AOKS and ENF shall be merged into a single corporation on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the FBCA, by AOKS merging with and into ENF (the "Merger"). ENF shall be the surviving corporation of the Merger (the "Surviving Corporation"), and the separate existence of AOKS shall cease and the existence of ENF shall continue unaffected and unimpaired by the Merger, with all the rights, privileges, immunities and powers, and subject to all the duties and liabilities of a corporation organized under the FBCA.

2. **Articles of Incorporation.** The Articles of Incorporation of ENF as in effect at the Effective Date (as hereinafter defined), shall continue to be the Articles of Incorporation of the Surviving Corporation following the Effective Date and until the same shall be amended in accordance with the provisions of the FBCA.

3. **By-Laws.** The By-laws of ENF as in effect at the Effective Date shall continue to be the By-laws of the Surviving Corporation following the Effective Date until the same shall be amended in accordance with the provisions thereof.

4. **Directors.** The director of the Surviving Corporation shall be as follows:

Gerald S. Smith

Such individual shall serve as director of the Surviving Corporation for the term set forth in the By-laws of the Surviving Corporation and in accordance with applicable laws.

5. **Officers.** *The officers of the Surviving Corporation shall be as follows:*

President	Gerald S. Smith
Treasurer	Peter Janss
Secretary	Peter Janss

Each of such individuals shall serve in the designated capacity for the term set forth in the By-laws of the Surviving Corporation and in accordance with applicable laws.

6. **Tax-Free Reorganization.** The Merger is intended to be a tax-free reorganization within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and this Agreement is intended to be a "plan of reorganization" within the meaning of the regulations promulgated under Section 368 of the Code and for the purposes of Sections 354 and 361 of the Code.

7. **Mutual Representations and Warranties.** Each Constituent Corporation hereby represents and warrants to the other Constituent Corporation that:

(a) Each Constituent Corporation (i) is a corporation duly organized and validly existing under the laws of its jurisdiction of incorporation (the State of Florida; in the case of ENF, and the State of Illinois, in the case of AOKS), and has requisite corporate power and authority to execute and deliver this Agreement, to consummate the transactions contemplated hereby and otherwise to perform its obligations hereunder; and (iii) has all the requisite power and authority to own its assets and carry on its business as now conducted.

(b) This Agreement has been duly authorized, executed and delivered by each of the Constituent Corporations and constitutes the valid and legally binding obligation of each Constituent Corporation.

8. **Effect of Merger.** At and after the Effective Date: (i) the Surviving Corporation shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and shall be subject to all of the restrictions, disabilities and duties of each of the Constituent Corporations; (ii) all the rights, privileges, powers and franchises of the Constituent Corporations shall be vested in the Surviving Corporation; (iii) all property, real, personal and mixed, and all and every other interest shall be thereafter the property of the Surviving Corporation as they were of the Constituent Corporations, and the title to any real estate vested by deed or otherwise in each of the Constituent Corporations shall not revert or be in any way impaired; and (iv) all rights of creditors and all liens upon any property of each of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of each of the Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title of any property or rights of ENF, the last acting officers and directors of the AOKS, or the corresponding officers

and directors of the Surviving Corporation shall and will execute and make all such proper assignments and assurances and do all things necessary or proper to vest title in such property or rights in the Surviving Corporation, and otherwise to carry out the purposes of this Plan and Agreement of Merger.

9. **Effect of Merger on Shares.** At the Effective Date: (i) each share of AOKS Common Stock which shall then be issued and outstanding, by virtue of the Merger and without any action on the part of the holder thereof, shall be extinguished; and (ii) each share of ENF Common Stock which shall then be issued and outstanding, shall be unaffected by the Merger.

10. **Effective Date of the Merger.** The Merger shall become effective (the "Effective Date") September 30, 2010.

11. **Amendment and Termination.**

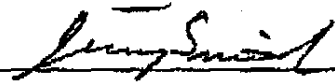
(a) This Plan and Agreement of Merger may not be amended except by an instrument in writing signed on behalf of both of the parties hereto.

(b) At any time prior to the Effective Date, whether before or after approval by the sole shareholder of the Constituent Corporations, this Plan and Agreement of Merger may be terminated and the Merger abandoned by agreement of the Boards of Directors of AOKS and ENF.

IN WITNESS WHEREOF, this Plan and Agreement of Merger has been executed by the parties hereto as of the date first above written.

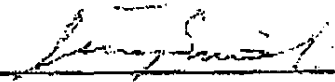
Signature page follows

EURO-NOTIONS FLORIDA INC.,
a Florida corporation

By: 

Name: Gerald S. Smith, President

AOK-SMITH, INC.,
an Illinois corporation

By: 

Name: Gerald S. Smith, President