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SECRETARY OF STATE
TALLAHASSEE, FL

C. GOLDEN

AUG - 8 2018

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Popcorn Neal, Inc., a Michigan corporation

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Tracy Fitzgerald Hall, Paralegal

Contact Person

Seyburn Kahn, PC

Firm/Company

2000 Town Center Suite 1500

Address

Southfield, MI 48075

City/State and Zip Code

tfitzgeraldhall@seyburn.com

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

For further information concerning this matter, please call:

Tracy Fitzgerald Hall

Name of Contact Person

At (248)

353-7620

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



SEYBURN KAHN
ATTORNEYS & COUNSELORS

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*ALSO MEMBER OF CALIFORNIA BAR
*ALSO MEMBER OF NORTH CAROLINA BAR
*ALSO MEMBER OF MINNESOTA BAR
*ALSO MEMBER OF DISTRICT OF COLUMBIA BAR
*ALSO MEMBER OF ILLINOIS BAR
*ALSO MEMBER OF FLORIDA BAR

August 3, 2018

Florida Department of State
Division of Corporations
Amendment Section
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

VIA FEDERAL EXPRESS
Phone: 850-245-6050

RE: Articles of Merger:
Surviving Corporation: Popcorn Neal, Inc., a MI corporation
Merging Corporation: Popcorn Neal, Inc., a FL corporation (P080000106314)

Dear Sir/Madam:

As legal counsel for the above-referenced corporations, please consider this to be our expedited request to file and process the enclosed:

- (1) Florida Articles of Merger Form (the "*Articles*");
- (2) Plan of Merger dated effective August 2, 2018;
- (3) Check in the amount of \$70.00 (\$35.00 for the surviving corporation and \$35.00 for the merging corporation) payable to the "Florida Department of State"; and
- (4) Self-addressed return Federal Express envelope and label for use in returning the filing endorsement to the undersigned.

As time is of the essence, kindly file the Articles and return the filing endorsement using the enclosed Federal Express package. Should you have any questions, please do not hesitate to contact me at 248-353-7620 or tfitzgeraldhall@seyburn.com. Thank you for your assistance.

Sincerely,

SEYBURN KAHN

Tracy Fitzgerald Hall
Paralegal

TLFH/kb
Enclosures
Cc, w/o enclosures: Frank and Melissa Zaitshik
Tova Shaban, Esq.

ARTICLES OF MERGER
(Profit Corporations)

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SECRETARY OF STATE
TALLAHASSEE, FL

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)
Popcorn Neal, Inc. _____	Michigan _____	 _____

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Popcorn Neal, Inc. _____	Florida _____	P08000106314 _____
_____ _____	_____ _____	_____ _____
_____ _____	_____ _____	_____ _____
_____ _____	_____ _____	_____ _____

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 / / (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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the 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 August 2 , 2018 .

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

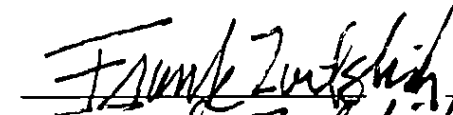
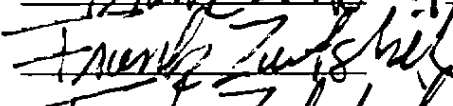
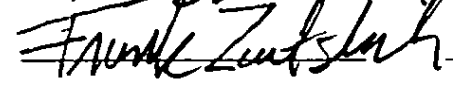
Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on August 2 , 2018 .

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)

Seventh: SIGNATURES FOR EACH CORPORATION

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
Popcorn Neal, Inc.		Frank Zaitshik, President,
		Popcorn Neal, Inc., a Florida corporation.
Popcorn Neal, Inc.		Frank Zaitshik, President,
		Popcorn Neal, Inc., a Michigan corporation.

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>
Popcorn Neal, Inc.	Michigan
_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Popcorn Neal, Inc.	Florida
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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

See attached Agreement and Plan 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: See attached Rider to Articles of Merger.

(Attach additional sheets if necessary)

AGREEMENT AND PLAN OF MERGER

August 2,

This Agreement and Plan of Merger ("**Agreement**") is made on August 2, 2018 and has been adopted and agreed to by and among Popcorn Neal, Inc., a Florida corporation ("**Florida**"), of 16958 US Hwy 41 South, Spring Hill, Florida 34610, Popcorn Neal, Inc., a Michigan corporation ("**Michigan**") of 2000 Town Center, Suite 1500, Southfield, Michigan 48075 and the Frank Zaitshik Revocable Trust u/a/d August 31, 2003 ("**Frank's Trust**") and the Melissa Zaitshik Revocable Trust u/a/d August 31, 2003 ("**Melissa's Trust**") of 16958 US Hwy 41 South, Spring Hill, Florida 34610 (collectively, the "**Shareholders**").

R E C I T A L S

A. Florida was formed as a Florida profit corporation on December 5, 2008. Michigan was formed as Michigan profit corporation on August 2, 2018 for the sole purpose of moving the business affairs of Florida to the state of Michigan in accordance with this Agreement.

B. Florida has authorized capital stock consisting of 1,000 shares of common stock of which 1000 shares of common stock have been issued and are outstanding. As such, Frank's Trust is a 50% shareholder of Florida owning 500 shares of the 1,000 shares of issued and outstanding stock of Florida and Melissa's Trust is a 50% shareholder of Florida owning the remaining 500 shares of the 1,000 shares of issued and outstanding stock of Florida.

C. Michigan has authorized capital stock consisting of 60,000 shares of common stock of which 1000 shares of common stock have been issued and are outstanding. As such, Frank's Trust is a 50% shareholder of Michigan owning 500 shares of the 1000 shares of issued and outstanding stock of Michigan and Melissa's Trust is a 50% shareholder of Florida owning the remaining 500 shares of the 1,000 shares of issued and outstanding stock of Michigan.

D. Florida and Michigan desire to adopt a Plan of Merger wherein Florida shall merge with and into Michigan and Michigan will be the surviving entity, all as more particularly described below.

NOW, THEREFORE, the parties to this Agreement agree as follows:

ARTICLE I MERGER

1.1 Plan of Merger. On the Effective Date (as defined in Section 1.2), Florida shall be merged with and into Michigan pursuant to the terms and conditions set forth in this Agreement (the "**Merger**"). Michigan shall continue as the surviving corporation, and the separate existence of Florida shall cease.

1.2 Effective Date. Upon the filing of an appropriate Certificate of Merger with the Michigan Department of Licensing and Regulatory Affairs, the Merger shall become effective (the "**Effective Date**").

1.3 Articles of Incorporation. There shall be no changes to the Articles of Incorporation of Michigan.

1.4 Assumed Names. Florida does not conduct business under any assumed names in the state of Florida and Michigan does not conduct business under any assumed names in the state of Michigan.

1.5 Employer Identification Number. The employer identification number of Florida is 30-0521220 and as of this date, Michigan has not and does not intend to apply for an employer identification number.

1.6 Authorization. This Agreement and the Merger have been authorized and ratified by: (i) the board of directors of Michigan (the "*Michigan Directors*") as required under Section 711 of the Michigan Business Corporation Act; and (ii) the board of directors of Florida (the "*Florida Directors*") (the Michigan Directors and Florida Directors, collectively, the "*Directors*") as required under Sections 607.1101 and 607.1108 of the Florida Statutes. As provided in the Consent Resolutions of the Directors adopting the Merger, the officers of Florida and Michigan shall have all necessary power and authority to effect and carry out the transaction contemplated in this Agreement.

1.7 Surviving Organization. Michigan's separate existence as a corporation, with all its purposes, objects, rights, privileges, powers, certificates and franchises, shall continue unimpaired by the Merger. Michigan shall succeed to all the properties and assets of Florida and to all the debts, choses in action, contracts and other interests due or belonging to Florida, and shall be subject to and responsible for all of Florida's debts, liabilities, and duties with the effect set forth under Michigan law.

ARTICLE II CONVERSION OF STOCK OWNERSHIP INTERESTS

2.1 Issued and Outstanding Stock of Michigan. At the Effective Date, each share of the capital stock of Florida shall continue as an identical share of Michigan as the surviving corporation.

2.2 Issued and Outstanding Stock of Florida. At the Effective Date, each share of the capital stock of Florida shall be cancelled and shall cease to exist without any action on the part of the holder thereof.

ARTICLE III MISCELLANEOUS

3.1 Employer Identification Number. As of the Effective Date, Florida's employer identification number of 30-0521220 shall be transferred to Michigan ("*Transfer*") and any authorized agent of Michigan shall be authorized by resolutions of the Directors to prepare the documentation which is necessary to notify the Internal Revenue Service of the Transfer.

3.2 Additional Actions. If at any time Michigan shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Agreement, any authorized officers of Michigan, as of the Effective Date of the Merger, shall execute such conveyances or documents or take such actions.


3.3 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed to constitute an original, and this Agreement shall become effective when one or more counterparts have been signed by each party and delivered to the other party.

3.4 Entire Agreement. This Agreement sets forth the entire agreement and understanding of the parties with respect to the transactions contemplated by this Agreement and supersedes all prior agreements, arrangements, negotiations, and understandings relating to the subject matter of this Agreement.

The parties have signed this Agreement on the date set forth on the first page of this Agreement.

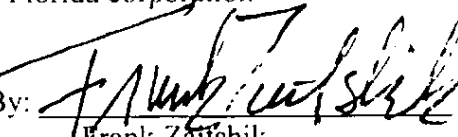
MICHIGAN:

POPCORN NEAL, INC.,
a Michigan corporation

By: 
Frank Zaitshik
Its: President

FLORIDA:

POPCORN NEAL, Inc.,
a Florida corporation

By: 
Frank Zaitshik
Its: President

SHAREHOLDERS:

FRANK ZAITSHIK REVOCABLE TRUST
U/A/D August 31, 2003, as amended

By: 
Frank Zaitshik, Trustee

MELISSA ZAITSHIK REVOCABLE TRUST
U/A/D August 31, 2003, as amended

By: _____
Melissa Zaitshik, Trustee

3.2 Additional Actions. If at any time Michigan shall determine that additional conveyances, documents or other actions are necessary to carry out the provisions of this Agreement, any authorized officers of Michigan, as of the Effective Date of the Merger, shall execute such conveyances or documents or take such actions.


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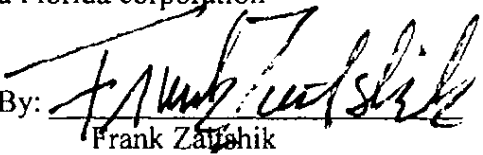
MICHIGAN:

POPCORN NEAL, INC.,
a Michigan corporation

By: 
Frank Zaitshik
Its: President

FLORIDA:

POPCORN NEAL, Inc.,
a Florida corporation

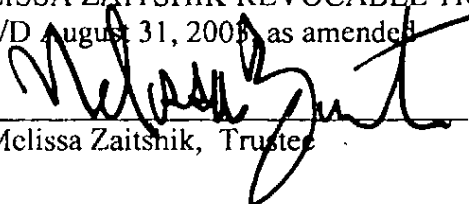
By: 
Frank Zaitshik
Its: President

SHAREHOLDERS:

FRANK ZAITSHIK REVOCABLE TRUST
U/A/D August 31, 2003, as amended

By: 
Frank Zaitshik, Trustee

MELISSA ZAITSHIK REVOCABLE TRUST
U/A/D August 31, 2003, as amended

By: 
Melissa Zaitshik, Trustee