

P 08000109174

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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(Document Number)

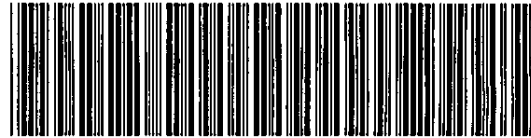
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Certificates of Status _____

Special Instructions to Filing Officer:

Should be \$70.00
Auto > \$10.00

Office Use Only



800309202298 ✓

02/23/18--01024--003 **60.00

03/14/18--01030--008 **10.00

S. TALLENT

MAR 29 2018

FILED

18 MAR 29 PM 4:35

Merger



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 16, 2018

ROBERT J. LINGLE
PURYEAR AND LINGLE, P.L.L.C.
5501-E ADAMS FARM LANE
GREENSBORO, NC 27407

SUBJECT: NEW SOUTHERN FOOD DISTRIBUTORS, INC.
Ref. Number: P08000109174

We have received your document and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes. The proper form is enclosed for your convenience.

FLORIDA STATUTES 608.438- 608-4381 DO NO LONGER EXIST. PLEASE REFER TO THE MERGER FORM 605.1025, F.S. ATTACHED.

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) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 618A00005365

RECEIVED
18 MAR 29 PM 3:44
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 27, 2018

ROBERT J. LINGLE
PURYEAR AND LINGLE, P.L.L.C.
5501-E ADAMS FARM LANE
GREENSBORO, NC 27407

SUBJECT: NEW SOUTHERN FOOD DISTRIBUTORS, INC.
Ref. Number: P08000109174

We have received your document and check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

THE FEE FOR FILING THIS DOCUMENT IS \$35.00 PER PARTY. THERE IS AN ADDITIONAL FEE OF \$10.00 DUE.

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes. The proper form is enclosed for your convenience.

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) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 418A00003947

RECEIVED

17 MAR 12 PM 3:11

STATE OF FLORIDA
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA 32314



PURYEAR AND LINGLE

A PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AND COUNSELORS AT LAW

ADAMS FARM PROFESSIONAL CENTER

5501-E ADAMS FARM LANE

GREENSBORO, NORTH CAROLINA 27407

R. J. LINGLE
LINGLE@PURYEARANDLINGLE.COM

27 March 2018

via UPS

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

Re: **Letter No. 618A00005365** – Merger of New Southern Foods Realty, LLC
into New Southern Food Distributors, Inc.

Dear Sir/Madam:

Enclosed please find for filing Articles of Merger for Florida Limited Liability Company into Florida Profit Corporation, whereby New Southern Foods Realty, LLC will be merged into New Southern Food Distributors, Inc., the surviving corporation. **This document has been revised in accordance with the instructions in Letter Number 618A00005365.**

The filing fees were previously submitted, as stated in the referenced Letter.

Thank you in advance for your assistance in this matter. Please do not hesitate to call me if you have any questions or need any further information.

Sincerely,

PURYEAR AND LINGLE, P.L.L.C.

Robert J. Lingle

RJL:pcl



PURYEAR AND LINGLE

A PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AND COUNSELORS AT LAW

**ADAMS FARM PROFESSIONAL CENTER
5501-E ADAMS FARM LANE
GREENSBORO, NORTH CAROLINA 27407**

R. J. LINGLE
LINGLE@PURYEARANDLINGLE.COM

5 March 2018

VIA UPS

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

Re: Articles of Merger
New Southern Food Distributors, Inc.
Ref. No.: P08000109174

Dear Sir/Madam:

Pursuant to your letter dated 27 February 2018 (attached), we are resubmitting for filing the enclosed Articles of Merger for Florida Limited Liability Company into Florida Profit Corporation, whereby **New Southern Foods Realty, LLC** will be merged into **New Southern Food Distributors, Inc.**, the surviving corporation. Also enclosed, per the instructions in your letter, is a firm check in the amount of \$10.00 to cover the additional necessary filing fees.

Thank you in advance for your assistance in this matter and please do not hesitate to call me if you have any questions or need any further information.

Sincerely,

PURYEAR AND LINGLE, P.L.L.C.

Robert J. Lingle

RJL:pcl



PURYEAR AND LINGLE

A PROFESSIONAL LIMITED LIABILITY COMPANY

ATTORNEYS AND COUNSELORS AT LAW

ADAMS FARM PROFESSIONAL CENTER

5501-E ADAMS FARM LANE

GREENSBORO, NORTH CAROLINA 27407

21 February 2018

R. J. LINGLE
LINGLE@PURYEARANDLINGLE.COM

VIA UPS

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

Re: Merger

Dear Sir/Madam:

Enclosed please find for filing the Articles of Merger for Florida Limited Liability Company into Florida Profit Corporation, whereby **New Southern Foods Realty, LLC** will be merged into **New Southern Food Distributors, Inc.**, the surviving corporation. Also enclosed is a firm check in the amount of \$60.00 to cover the filing fees.

Thank you in advance for your assistance in this matter and please do not hesitate to call me if you have any questions or need any further information.

Sincerely,

PURYEAR AND LINGLE, P.L.L.C.

Robert J. Lingle

RJL:pci

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: New Southern Food Distributors, Inc.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Robert J. Lingle

Contact Person

Puryear and Lingle, P.L.L.C.

Firm/Company

5501-E Adams Farm Lane

Address

Greensboro, NC 27407

City, State and Zip Code

lingle@puryearandlingle.com

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

For further information concerning this matter, please call:

Robert J. Lingle

at (336) 218-0227

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**ARTICLES OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY
INTO
FLORIDA PROFIT CORPORATION**

FILED
19 MAR 29 PM 4:35
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Limited Liability Company and Florida Profit Corporation in accordance with ss. 607.1109 and 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Doc. Number</u>
New Southern Food Realty, LLC	FL	Limited Liability Company	L10000101481 ✓
New Southern Food Distributors, Inc.	FL	Corporation	P08000109174 ✓

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
New Southern Food Distributors, Inc.	Florida	Corporation

THIRD: The attached Plan of Merger was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607 and 605, Florida Statutes.

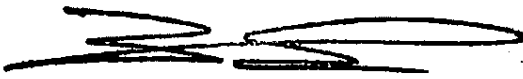
FOURTH: The attached Plan of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State: N/A

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows: N/A

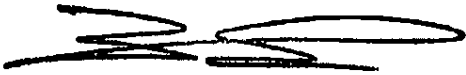
SEVENTH: Signatures for Each Party:

NEW SOUTHERN FOOD REALTY. LLC

By:  _____

Zhou Min Ni, Manager

NEW SOUTHERN FOOD DISTRIBUTORS, INC.

By:  _____

Zhou Min Ni, President

**JOINT PLAN OF MERGER OF
NEW SOUTHERN FOOD REALTY, LLC
WITH
NEW SOUTHERN FOOD DISTRIBUTORS, INC.**

This is a written Plan of Merger in accordance with ss. 607.1101 - 607.1109 and ss. 605.1021 – 605.1026, Florida Statutes, setting forth the unanimous agreement of all Managers and Membership Interest Owners of New Southern Food Realty, LLC, a limited liability company formed under the laws of Florida, and all Directors and Shareholders of New Southern Food Distributors, Inc., a Florida corporation, to merge with one another per the terms hereinafter set forth:

1. The name of the entities to be merged are New Southern Food Realty, LLC (hereinafter referred to as “NSFR” and/or the “merging company”) and New Southern Food Distributors, Inc.
2. The name of the surviving entity, is New Southern Food Distributors, Inc. (hereinafter referred to as “NSFD” and/or the “surviving corporation”).
3. This will be a tax free merger whereby all assets, all liabilities and all capital of NSFR will be transferred and merged into the surviving corporation.
4. The membership interests in the merging entity are held by the same persons and in the same percentages as the holders of the stock ownership interests in the surviving corporation. Consequently, there is no need to convert membership interests in NSFR and all outstanding membership interest in NSFR will be canceled at the time of merger. The ownership interests in the surviving corporation will be represented by each shareholder’s current ownership of shares of NSFD, which comprise all outstanding shares issued by that corporation, as set forth on Exhibit A, attached hereto.
5. The Articles of Incorporation and Bylaws of NSFD shall remain in their current form, unless altered in the future in accordance with such Bylaws and applicable law.
6. There shall be no conditions to the merger, and said merger shall be effective on and as of October 15, 2017, or as soon thereafter as allowed by applicable law.
7. The street address and mailing address of the registered office of the surviving corporation shall remain as currently on record.
8. The registered agent for the surviving corporation shall remain as currently on record.
9. The street address of the principal office of the surviving corporation shall remain as currently on record.
10. The surviving corporation shall promptly file Articles of Merger with the Florida Secretary of State as required by law.

11. Title to all real estate and other property formerly owned by the merging limited liability company shall become vested in the surviving corporation without reversion or impairment.

12. All liabilities of the merged limited liability company shall continue as liabilities of the surviving corporation.

13. Zhou Min Ni shall continue to serve as the sole director of the surviving corporation until such time as change is effected in accordance with the Bylaws of the surviving corporation.

Approved this 15th day of October, 2017.

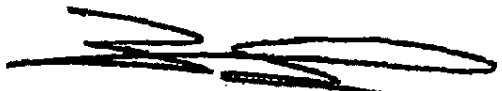
NEW SOUTHERN FOOD DISTRIBUTORS, INC.

DIRECTOR



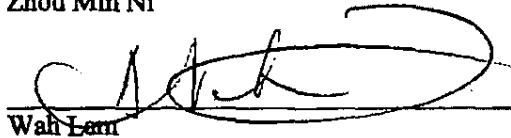
Zhou Min Ni

SHAREHOLDERS



Zhou Min Ni

Xiao Yong Zhang



Wai Lam

Heung Ching Chai

Min Yee Kwok

Jiang Hun Dong

John Kwok

Ivan Huang

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Approved this 15th day of October, 2017.

NEW SOUTHERN FOOD DISTRIBUTORS, INC.

DIRECTOR

Zhou Min Ni

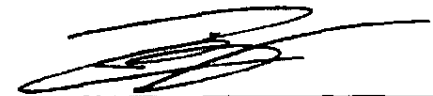
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Wah Lam

Min Yee Kwok

John Kwok



Xiao Yong Zhang



Heung Ching Chai

Jiang Hun Dong



Ivan Huang

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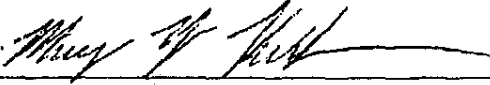
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Xiāo Yong Zhang

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NEW SOUTHERN FOOD DISTRIBUTORS, INC.

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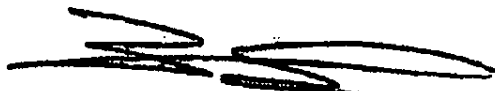
NEW SOUTHERN FOOD REALTY, LLC

MANAGER



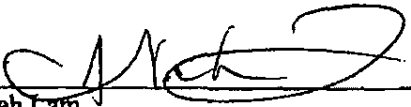
Wah Lam

MEMBERS



Zhou Min Ni

Xiao Yong Zhang



Wah Lam

Heung Ching Chai

Min Yee Kwok

Jiang Hun Dong

John Kwok

Ivan Huang

NEW SOUTHERN FOOD REALTY, LLC

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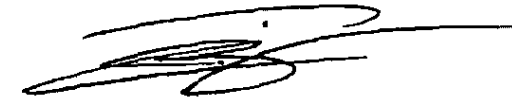
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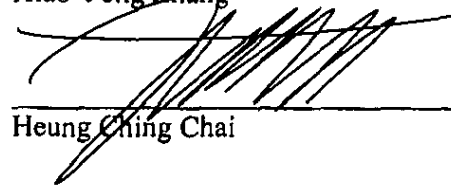
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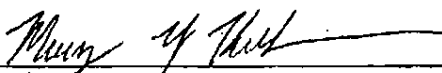
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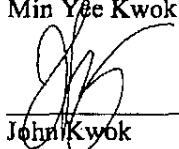
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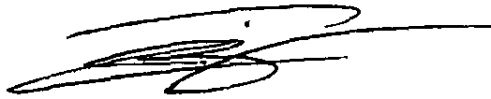
NEW SOUTHERN FOOD REALTY, LLC

MANAGER

Wah Lam

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Min Yee Kwok

Jiang Hun Dong

John Kwok

Ivan Huang
Ivan Huang



EXHIBIT A

New Southern Food Distributors, Inc. – Post Merger

<u>NSFR Members</u>	<u>Membership Interests</u>	<u>Shares</u>	<u>Percentage</u>	<u>Difference</u>
Zhou Min Ni	30.00%	300	30.00%	0.00%
Wah Lam	30.00%	300	30.00%	0.00%
Ming Yee Kwok	4.80%	48	4.80%	0.00%
John Kwok	4.80%	48	4.80%	0.00%
Xiao Yong Zhang	8.40%	84	8.40%	0.00%
Heung Ching Chai	8.40%	84	8.40%	0.00%
Jiang Hun Dong	6.80%	68	6.80%	0.00%
Ivan Huang	6.80%	68	6.80%	0.00%
<hr/>				
TOTAL	100.00%	1,000	100.00%	0.00%