

P11000085828

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

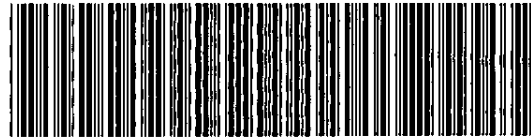
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200210751952

12/14/11--01017--003 **35.00

FILED
11 DEC 13 PM 2:42
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Archival Com

12/13

COVER LETTER

TO: Amendment Section
Division of Corporations
Attention Carol Mustain

SUBJECT: OSGOOD INDUSTRIES, INC.

Name of Corporation

DOCUMENT NUMBER: P11000085828

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

Please return all correspondence concerning this matter to the following:

AVA HILL

Name of Contact Person

ANTHONY G. WOODWARD, P.A.

Firm/Company

20727 STERLINGTON DRIVE

Address

LAND O' LAKES, FL 34638

City/State and Zip Code

AVA@ANTHONYWOODWARDPA.COM

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

For further information concerning this matter, please call:

AVA HILL

Name of Contact Person

at (813) 251-2200

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:

☒ \$35.00 Filing Fee

☐ \$43.75 Filing Fee & Certificate of Status

☐ \$43.75 Filing Fee & Certified Copy

☐ \$52.50 Filing Fee, Certificate of Status & Certified Copy

Mailing Address:

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

Street Address:

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

RECEIVED
11 DEC 2003
TALLAHASSEE, FLORIDA

ARTICLES OF CORRECTION

for

OSGOOD INDUSTRIES, INC.

Name of Corporation as currently filed with the Florida Dept. of State

P11000085828

Document Number (if known)

FILED
11 DEC 13 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 607.0124 or 617.0124, Florida Statutes, this corporation has these Articles of Correction within 30 days of the file date of the document being corrected.

These articles of correction correct **ARTICLES OF MERGER**

(Document Type Being Corrected)

filed with the Department of State on **11/15/2011**

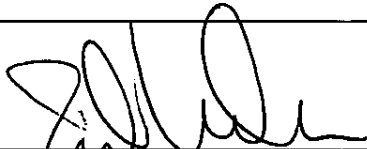
(File Date of Document)

Specify the inaccuracy, incorrect statement, or defect:

ORIGINAL PLAN OF MERGER AND DOMESTICATION ATTACHED AS EXHIBIT "A"
TO ARTICLES OF MERGER REQUIRED CORRECTION TO COMPLY WITH ILLINOIS
LAW.

Correct the inaccuracy, incorrect statement, or defect:

SEE ATTACHED FIRST AMENDED PLAN OF MERGER AND DOMESTICATION
TO BE ATTACHED AS EXHIBIT "A" TO ARTICLES OF MERGER.



(Signature of a director, president or other officer - if directors or officers have not been selected, by an incorporator - if in the hands of the receiver, trustee, or other court appointed fiduciary, by that fiduciary.)

RICHARD W. MUELLER

(Typed or printed name of person signing)

VICE PRESIDENT

(Title of person signing)

Filing Fee: \$35.00

Exhibit A to Articles of Merger

FIRST AMENDED PLAN OF MERGER AND DOMESTICATION

THIS FIRST AMENDED PLAN OF MERGER AND DOMESTICATION (the "First Amended Plan of Merger" or "Plan of Merger") is made and entered into this 8th Day of December 2011, but effective as of the 10th day of November, 2011, by and between **OSGOOD INDUSTRIES, INC.**, an Illinois corporation (the "Merged Corporation") and **OSGOOD ACQUISITIONS, INC.**, a Florida corporation (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation is an Illinois corporation and currently has One Thousand Two Hundred (1,250) shares of common stock issued and outstanding, Two Hundred and Fifty (250) shares of which are treasury stock (the "Treasury Stock");

WHEREAS, the Merged Corporation desires to be domesticated as a Florida corporation so that it shall be subject to and governed by the laws of the State of Florida, including the Florida Business Corporation Act - Chapter 607, for all internal governance matters.

WHEREAS, the Merged Corporation has determined that the most efficient means to be domesticated to Florida from Illinois is by merging with and into a newly formed Florida corporation whose shareholders are the same as that of the Merged Corporation, and whose shareholders hold identical percentages of common stock in the Merged Corporation, which new Florida corporation shall be the surviving corporation of such merger process and shall immediately change its name to "Osgood Industries, Inc." following the effective date of such merger process.

WHEREAS, the Surviving Corporation is a Florida corporation and currently has One Thousand (1,000) shares of common stock issued and outstanding, whose shareholders are the same as that of the Merged Corporation except for the Treasury Stock, and whose shareholders hold identical percentages of common stock in the Merged Corporation, which Surviving Corporation was formed at the direction of the Shareholders of the Merged Corporation for the purpose of enabling the Merged Corporation to domesticate to Florida.

WHEREAS, the Board of Directors of the Merged Corporation deems it advisable and in the best interests of the Merged Corporation to merge with and into the Surviving Corporation pursuant to Section 11.05 of the Illinois Business Corporation Act and Section 607.1105 of the Florida Business Corporation Act, and the Board of Directors deems it advisable that the Surviving Corporation shall be the surviving corporation and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger"); and

WHEREAS, this Plan of Merger was approved and adopted by the Board of Directors and shareholders of the Merged Corporation pursuant Section 11.20 of the Illinois Business Corporation Act and by the Board of Directors and the shareholders of the Surviving Corporation in the manner prescribed by Florida Statutes Chapter 607.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained herein, the parties hereto agree, in accordance with the provisions of Section 11 of the Illinois Business Corporation Act and Florida Statutes Chapter 607, that the Merged

Corporation shall be and hereby is merged with and into the Surviving Corporation, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of stock of the Merged Corporation shall be as hereinafter set forth.

ARTICLE I **CORPORATE EXISTENCE**

A. Upon the Merger becoming effective, (i) the separate existence of the Merged Corporation shall cease, (ii) the Surviving Corporation shall continue and be governed by the laws of the State of Florida, (iii) all property, real, personal, tangible and intangible and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, all immunities of a public and of a private nature, all debts due on whatever account and all other choses in action belonging to the Merged Corporation shall be taken and be deemed to be transferred to and vested in the Surviving Corporation and shall be thereafter as effectively the property of the Surviving Corporation as they were the property of the Merged Corporation, and (iv) the title to any property, real, personal, tangible, intangible or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation. Upon the Merger becoming effective, all rights of creditors and all liens upon the property of the Merged Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective, and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it. Notwithstanding the foregoing, by virtue of the Merged Corporation Shareholders' approval of the Merger and this Plan of Merger, any claims or causes of action of any Shareholder of the Merged Corporation against the Merged Corporation or the Merged Corporation against any Shareholder of the Merged Corporation, existing as of or arising prior to the effective date hereof, whether direct or derivative in nature, known or unknown, vested or unvested, contingent or ripe, from the beginning of time until the date hereof, shall be fully and forever released in full in consideration of the receipt of and ownership of shares of common stock in the Surviving Corporation as contemplated in Article V below.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II **ARTICLES OF INCORPORATION OF SURVIVING CORPORATION**

The Articles of Incorporation of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Articles of Incorporation of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE III **BYLAWS AND SHAREHOLDERS' AGREEMENT OF SURVIVING CORPORATION**

The Bylaws and Shareholders' Agreement of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall, upon the Merger becoming effective, be and remain the Bylaws and Shareholders' Agreement of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV
BOARD OF DIRECTORS, OFFICERS AND
SHAREHOLDERS OF SURVIVING CORPORATION

Upon the Merger becoming effective, the Board of Directors, Officers and Shareholders of the Surviving Corporation in effect immediately prior to the time the Merger becomes effective shall be and remain the Board of Directors, Officers and Shareholders of the Surviving Corporation.

ARTICLE V
CONVERSION OF SHARES

Upon the Merger becoming effective, the capital stock of the Merged Corporation and the capital stock of Surviving Corporation shall be converted as follows:

(a) **Merged Corporation's Stock.** Upon the effective date, by virtue of the Merger and without any action on the part of any holder thereof, each share of the One Thousand Two Hundred Fifty (1,250) shares of the Merged Corporation's common stock issued and outstanding, which includes the Treasury Stock, immediately prior to the effective time of the Merger shall be deemed fully cancelled, and shall not be exchanged for any shares of stock in the Surviving Corporation. Each Shareholder of the Merged Corporation shall present for surrender and shall assign to the Surviving Corporation all stock certificates representing such shares of common stock, including the Treasury Stock, for cancellation.

(b) **Surviving Corporation's Stock.** Upon the effective date, by virtue of the Merger and without any action on the part of any holder thereof, each share of the One Thousand (1,000) shares of the Surviving Corporation's common stock issued and outstanding immediately prior to the effective time of the Merger (the "Original Stock") shall remain the same without any change whatsoever, so that upon full consummation of the Merger, (i) the Surviving Corporation shall continue to have One Thousand (1,000) shares of common stock par value .001 per share issued and outstanding represented by the Original Stock and (ii) because the Original Stock is held in the same proportions and by the same Shareholders as the common stock of the Merged Corporation, other than the Treasury Stock, the percentage of ownership of common stock held by each Shareholder of the Surviving Corporation immediately after the consummation of the Merger shall be identical to the percentage ownership of common stock held by each Shareholder of the Merged Corporation as it existed immediately prior to the consummation of the Merger.

ARTICLE VI
APPROVAL OF MERGER

This Agreement and Plan of Merger has been approved by the Board of Directors and all of the Shareholders of the Merged Corporation and the Board of Directors and all of the Shareholders of the Surviving Corporation as of November 10, 2011. All Shareholders waived dissenters' rights and the notice requirements as part of such approval.

ARTICLE VII
EFFECTIVE DATE OF MERGER

This Merger shall become effective upon filing with the Secretary of State.

ARTICLE VIII
TAX CONSEQUENCES

It is intended by the Merged Corporation and Surviving Corporation that this Merger be governed by Section 368 (a)(1)(F) of the Internal Revenue Code of 1986, as amended, entitled "a mere change in identity, form, or place of organization of one corporation, however effected" so that no gain or loss will be recognized by the Merged Corporation, the Surviving Corporation or their respective Shareholders for federal income tax purposes.

ARTICLE IX
GOVERNING LAW

This Agreement shall be governed by and construed and enforced in accordance with the laws of the State of Florida, and so far as applicable, the merger provisions of the Illinois Business Corporation Act.

ARTICLE X
INTEGRATION

This First Amended Plan of Merger supersedes in its entirety that certain Plan of Merger entered into by the parties on November 10th, 2011.

(Signature pages below)

IN WITNESS WHEREOF, the Merged Corporation, the Surviving Corporation and the Shareholder of the Merged Corporation and Surviving Corporation have signed and executed this Plan of Merger as of the day and year first above written.

OSGOOD INDUSTRIES, INC., an Illinois corporation

By: Mart Mueller
Martin J. Mueller, its President

OSGOOD ACQUISITIONS, INC., a Florida corporation

By: Mart Mueller
Martin J. Mueller, its President

SHAREHOLDERS

Richard W. Mueller
Richard W. Mueller

Mart Mueller
Martin J. Mueller,

Michael Weigandt
Michael Weigandt