

Florida Department of State
Division of Corporations
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To:

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

From:

Account Name : BLALOCK, WALTERS, HELD & JOHNSON, P.A.
Account Number : 076666003611
Phone : (941)748-0100
Fax Number : (941)745-2093

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: epennington@blalockwalters.com

MERGER OR SHARE EXCHANGE
BDSRCO, INC.

Certificate of Status	0
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BDSRCO, Inc.

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Eileen Pennington

Contact Person

Blalock Walters, P.A.

Firm/Company

802 11th Street West

Address

Bradenton, Florida 34205

City/State and Zip Code

epennington@blalockwalters.com

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

For further information concerning this matter, please call:

Eileen Pennington

Name of Contact Person

At (941) 748-0100

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

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ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
BDSRCO, Inc.	FL	corp.	P12000054415

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
OUTRCO, Inc.	FL	corp.	P1200005447

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership, or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☐ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☒ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

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EIGHTH: If other than the date of filing, the delayed 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:

August 2, 2020

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.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
BDSRCO, Inc.	<i>Michael Maddaloni</i>	Michael Maddaloni
OUTRCO, Inc.	<i>Michael Maddaloni</i>	Michael Maddaloni

Corporations:

General partnerships:

Florida Limited Partnerships:

Non-Florida Limited Partnerships:

Limited Liability Companies:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)
 Signature of a general partner or authorized person
 Signatures of all general partners
 Signature of a general partner
 Signature of an authorized person

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PLAN OF MERGER

THIS PLAN OF MERGER dated effective August 2, 2020, is made and entered into between BDSRCO, INC., a Florida corporation, hereinafter called the surviving corporation, and OUTRCO, INC., a Florida corporation, hereinafter called the absorbed corporation.

RECITALS:

A. BDSRCO, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1806 38th Avenue East, Bradenton, Florida 34208, and is a wholly owned subsidiary of Beall's, Inc.

B. OUTRCO, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 1806 38th Avenue East, Bradenton, Florida 34208 and is a wholly owned subsidiary of Beall's Outlet Stores, Inc. whose ultimate parent is Beall's, Inc. the sole shareholder of the surviving corporation.

C. The Board of Directors of the surviving corporation and the absorbed corporation deem it desirable and in the best business interests of the corporations and their shareholders that OUTRCO, INC. be merged into BDSRCO, INC. pursuant to the provisions of Sections 607.1104, *et seq.* of the Florida Statutes.

IN CONSIDERATION OF the mutual covenants herein contained, and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

1. MERGER. OUTRCO, INC. shall merge with and into BDSRCO, INC., which shall be the surviving corporation.

2. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. CONVERSION OF SHARES. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving corporation is as follows:

a. Since the sole shareholder of the surviving corporation is also the ultimate shareholder of the absorbed corporation, the absorbed corporation's stock shall not be converted into stock of the surviving corporation.

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b. Upon the effective date, by virtue of this Plan of Merger and the Articles of Merger, and without any action on the part of the holder thereof, each share of common stock of OUTRCO, Inc. outstanding immediately prior thereto shall be canceled, retired and cease to be outstanding.

4. NO CHANGES TO ARTICLES OF INCORPORATION. The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. NO CHANGES IN BYLAWS. The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger.

6. EFFECTIVE DATE OF MERGER. The effective date of this merger shall be August 2, 2020.

7. EXECUTION OF AGREEMENT. This Plan of Merger may be executed in several counterparts, each of which shall be construed as an original, and all so executed will together constitute one Plan of Merger, binding on all the parties hereto, notwithstanding that all the parties may not be signatories to the same counterpart.

Executed on behalf of the parties by their respective officers and sealed with their corporate and company seals pursuant to the authorization of their respective Board of Directors on the date first above written.

BDSRCO, INC.,
a Florida corporation

By: Michael Maddaloni
Michael Maddaloni
Its: President

OUTRCO, INC.,
a Florida corporation

By: Michael Maddaloni
Michael Maddaloni
Its: President

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