

8/24/2016

Division of Corporations

Florida Department of State

Division of Corporations

Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H16000210182 3)))



H160002101823ABCV

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.**  
Doing so will generate another cover sheet.

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****Select Machinery, Inc.**

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

AUG 25 2016

C LEWIS

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

2016 AUG 24 AM 10:39

ARTICLES OF MERGER  
OF  
SELECT MACHINERY, INC., a Florida corporation  
AND  
SELECT MACHINERY, INC., a New York corporation

Pursuant to the provisions of Section 607.1105 of the Florida For Profit Corporation Act and N.Y. BSC. Law Section 907, the undersigned corporations adopt the following Articles of Merger for the purpose of merging them into one corporation:

1. The name of the surviving corporation is SELECT MACHINERY, INC., a Florida corporation (Document Number 15000073580)
2. The name of the merging corporation is SELECT MACHINERY, INC. a New York corporation.
3. The Plan of Merger was adopted by the shareholders of the surviving corporation on September 8 2015.
4. The Plan of Merger was adopted by the shareholders of the merging corporation on September 8 2015.
5. The merger shall be effective upon filing with the Florida Secretary of State.

Dated: September 8, 2015.

*Henry P. Koelme*  
By: Henry P. Koelme

Date: September 8, 2015

Its: Sole Shareholder/Director

11111301

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

2016 AUG 24 AM 10:39

**PLAN AND AGREEMENT OF MERGER**

This Plan and Agreement of Merger (this "Plan") is made and entered into on September 8, 2015 by and between SELECT MACHINERY, INC., a Florida corporation (hereinafter referred to as "Florida Corporation" and SELECT MACHINERY, INC., a New York corporation, (hereinafter referred to as "New York Corporation" and collectively with Florida Corporation, the "Constituent Corporations")

**RECITALS**

- A. The Florida Corporation is a for profit corporation organized and existing under the laws of the State of Florida pursuant to Articles of Incorporation filed in the Florida Secretary of State's Office on September 8, 2015.
- B. The New York Corporation is a for profit corporation organized and existing under the laws of the State of New York pursuant to Articles of Incorporation filed in the New York Secretary of State's Office on July 13, 1989.
- C. The Director of the Florida Corporation and the New York Corporation deem it desirable and in the best business interests of the Constituent Corporations that New York Corporation be merged with and into Florida Corporation pursuant to the provisions of Sections 607.110, 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.** Upon the Effective Date (as defined below) of the merger, New York Corporation shall merge with and into Florida Corporation, which shall be the surviving corporation.
2. **TERMS AND CONDITIONS.** On the effective date of the merger, the separate existence of New York Corporation shall cease, and Florida Corporation shall succeed to all the rights, privileges, immunities, and franchises and all the property, real, personal, and mixed of New York Corporation, without the necessity for any separate transfer. Florida Corporation shall thereafter be responsible and liable for all liabilities and obligations of New York Corporation, and neither the rights of creditors nor any liens on the property of New York Corporation shall be impaired by the merger.
3. **CONVERSION OF SHARES.** The manner and basis of converting the shares of New York Corporation with and into shares of Florida Corporation is as follows: Each share of New York Corporation issued and outstanding on the Effective Date shall be converted into one share of Florida Corporation, which share of Florida Corporation shall thereupon be issued and outstanding. No rights to acquire New York Corporation's shares are outstanding.
4. **EFFECTIVE DATE.** The merger shall be effective upon filing with the Florida Secretary of State (the "Effective Date").

1113134/1

2015 03:37PM HP Fax

page 13

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATION

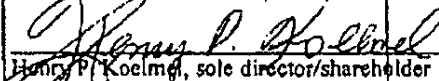
2016 AUG 24 AM 10:39

5. TERMS AND CONDITIONS. On the Effective Date of the merger, the separate existence of New York Corporation shall cease, and Florida 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. Florida Corporation shall thereafter be responsible and liable for all liabilities and obligations of New York Corporation, and neither the rights of creditors nor any liens on the property of New York Corporation shall be impaired by the merger.

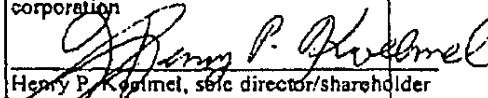
6. FURTHER ASSURANCES. If at any time Florida Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in Florida Corporation the title to any property or rights of the constituent corporations, the proper officers and directors of New York Corporation shall execute and make all proper assignments and assurances and do all things necessary to vest title in such property in Florida Corporation.

7. COOPERATION. The Constituent Corporations shall cooperate to satisfactorily perform the aforesaid duties and obligations of each and all other things necessary to the consummation of this merger by the Effective Date.

SELECT MACHINERY, INC., a Florida corporation

  
Henry P. Koelmel, sole director/shareholder

SELECT MACHINERY, INC., a New York corporation

  
Henry P. Koelmel, sole director/shareholder

1133134/1