

PROPOSED

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Amendment Section
Florida Department of State
Division of Corporations
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Merger

MERGER OR SHARE EXCHANGE FORKLIFT EXCHANGE, INC.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

R. WHITE
AUG 20 2018

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2018 AUG 17 AM 9:33 18 AUG 17 AM 1:15
SECRETARY OF STATE
TALLAHASSEE, FL

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ARTICLES OF MERGER
(Profit Corporations)

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)
Forklift Exchange, Inc.	Florida	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Forklift Exchange, Inc.	Illinois	54002254

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 8-17-18

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 8-17-18

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)

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AGREEMENT AND PLAN OF MERGER

BETWEEN

**FORKLIFT EXCHANGE, INC.
(AN ILLINOIS CORPORATION)**

AND

**FORKLIFT EXCHANGE, INC.
(A FLORIDA CORPORATION)**

This Agreement and Plan of Merger between Forklift Exchange, Inc., an Illinois corporation and Forklift Exchange, Inc., a Florida corporation is dated this 14th day of August, 2018.

WITNESSETH that:

WHEREAS, Forklift Exchange, Inc., an Illinois corporation ("Forklift Exchange, Inc. - IL") is a corporation organized and existing under the laws of the State of Illinois, its Articles of Incorporation having been filed in the Office of the Illinois Secretary of State on October 4, 1985; and

WHEREAS, Forklift Exchange, Inc., a Florida corporation ("Forklift Exchange, Inc. - FL") is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the Office of the Florida Secretary of State on June 13, 2016; and

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable that Forklift Exchange, Inc. - IL be merged into Forklift Exchange, Inc. - FL, on the terms and conditions hereinafter set forth, in accordance with the terms of Section 5/11.05 of the Illinois Business Corporation Act and Section 607.1107 of the Florida Business Corporation Act.

NOW, THEREFORE, the corporations, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

ARTICLE ONE

Pursuant to the provisions of the laws of the states of Illinois and Florida, Forklift Exchange, Inc. - IL hereby merges itself into Forklift Exchange, Inc. - FL which shall be the surviving corporation.

ARTICLE TWO

The Articles of Incorporation of Forklift Exchange, Inc. - FL as is in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of the corporation surviving this merger.

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ARTICLE THREE

The authorized capital stock of each constituent corporation which is a party to the merger is as follows:

(a) Forklift Exchange, Inc. - IL is authorized to issue 1,000 shares of common stock, no par value, of which 1,000 shares are issued and outstanding and entitled to vote. The number of such shares is not subject to change prior to the effective date of the merger.

(b) Forklift Exchange, Inc. - FL is authorized to issue 1,000 shares of common stock, no par value, of which 1,000 shares are issued and outstanding and entitled to vote. The number of such shares is not subject to change prior to the effective date of the merger.

(c) The shareholders of Forklift Exchange, Inc. - IL are all of the shareholders of Forklift Exchange, Inc. - FL and each respective shareholder owns the same number of shares of common stock of Forklift Exchange, Inc. - IL as such shareholder owns in Forklift Exchange, Inc. - FL.

ARTICLE FOUR

The manner of converting the outstanding shares of the capital stock of each of the constituent corporations into shares or other securities of the surviving corporation shall be as follows:

(a) Each share of common stock of Forklift Exchange, Inc. - FL issued and outstanding immediately prior to the effective date of this Agreement, shall retain the status of an authorized and issued share of common stock of the corporation surviving this merger.

(b) Each outstanding share of common stock of Forklift Exchange, Inc. - IL outstanding immediately prior to the effective date of the merger shall be automatically cancelled and cease to exist and no consideration or payment shall be delivered in exchange therefor or in respect thereto.

(c) Accordingly, the same shareholders who owned all of the issued and outstanding shares of common stock of both Forklift Exchange, Inc. - IL and Forklift Exchange, Inc. - FL prior to the merger, shall own all of the outstanding shares of common stock of Forklift Exchange, Inc. - FL, as the corporation surviving the merge, and in the same percentage ownership as the shareholders owned in each corporation prior to the merger.

ARTICLE FIVE

The terms and conditions of the merger are as follows:

(a) The by-laws of Forklift Exchange, Inc. - FL as they shall exist on the effective date of this Agreement shall be and remain the by-laws of the surviving corporation until the same shall be altered, amended and repealed as therein provided.

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(b) The directors and officers of Forklift Exchange, Inc. – FL shall continue in office until the next annual meeting of stockholders and until their successors shall have been elected and qualified.

(c) This merger shall become effective upon filing with the Secretary of State of Florida and the Secretary of State of Illinois.

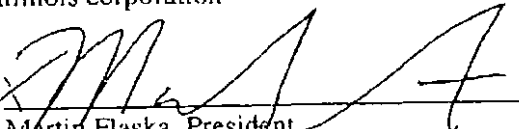
(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged corporation shall be transferred to, vested in and devolve upon the surviving corporation without further act or deed and all property, rights, and every other interest of the surviving corporation and the merged corporation shall be as effectively the property of the surviving corporation as they were of the surviving corporation and the merged corporation respectively. The merged corporation hereby agrees from time to time, as and when requested by the surviving corporation or by its successors or assigns, to execute and deliver or cause to be executed and delivered all such deeds and instruments and to take or cause to be taken such further or other action as the surviving corporation may deem to be necessary or desirable in order to vest in and confirm to the surviving corporation title to and possession of any property of the merged corporation acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper officers and directors of the merged corporation and the proper officers and directors of the surviving corporation are fully authorized in the name of the merged corporation or otherwise to take any and all such action.

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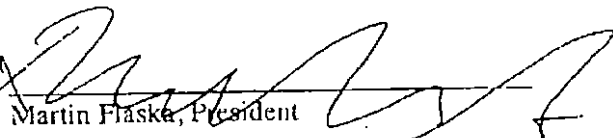
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IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused these presents to be executed by the President of Forklift Exchange, Inc. – IL and the President of Forklift Exchange, Inc. – FL as the respective act, deed and agreement of said corporations as of the date first written above.

FORKLIFT EXCHANGE, INC.
An Illinois corporation

By: 
Martin Flaska, President

FORKLIFT EXCHANGE, INC.
a Florida corporation

By: 
Martin Flaska, President

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