

P16000085004

<https://efile.muhiz.org/scripts/efilcovr.ex>

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.

((H16000281042 3)))



H160002810423ABCV

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) 617-6280

From:

Account Name : BOWEN, RADSON, SCHROTH, P.A.
Account Number : 120010000026
Phone : (352) 589-1414
Fax Number : (352) 589-1726

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

Email Address: nancyg1985@gmail.com

FILED
NOV 15 2016
16 NOV 15 PM 4:38
SECRETARY OF STATE
DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE
COOL CLASSIC CARS, INC.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

Electronic Filing Menu

Corporate Filing Menu

Help

NOV 16 2016

McNAIR

ARTICLES OF MERGER
OF

PLAY TOYS, INC., a California Corporation
(Document No. P07000016825; Date of Incorporation: July 16, 2003)

INTO

COOL CLASSIC CARS, INC., a Florida corporation
(Document No. P16000085004; Date of Incorporation: October 21, 2016)

FILED
DIVISION OF CORPORATIONS
NOV 15 PM 4:38

Under Section 607.1105 of Florida Statutes

Pursuant to the provisions of Section 607.1105 of the Florida Statutes, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The names of the corporations which are parties to the merger are **PLAY TOYS, INC., a California Corporation**, (the "First Corporation"), and **COOL CLASSIC CARS, INC., a Florida corporation** (the "Second Corporation"). The surviving corporation is the Second Corporation.

SECOND: The Plan of Merger is attached hereto as **Exhibit "A"** and incorporated herein by reference in its entirety.

THIRD: The plan of merger was duly adopted by the unanimous vote of the Directors and a unanimous vote of the shareholders of each party to the merger on the 14th day of November, 2016.

FOURTH: This merger shall be effective on the date the Articles of Merger are filed with the Florida Department of State

IN WITNESS WHEREOF, each of the corporations party to the merger has caused these Articles of Merger to be executed on its behalf by its duly authorized officers this 14th day of November, 2016.

PLAY TOYS, INC.,
a California Corporation

By: 

THOMAS A. GREVE, Chief Executive Officer

COOL CLASSIC CARS, INC.,
a Florida corporation

By: 

THOMAS A. GREVE, President

ATTEST: 
NANCY E. GREVE, Secretary

ATTEST: 
NANCY E. GREVE, Secretary

Audit # H16000281042 3

EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER is dated the 14th day of November, 2016, between **PLAY TOYS, INC.**, a California Corporation, ("Play Toys") and **COOL CLASSIC CARS, INC.**, a Florida corporation, (the "Cool Classic Cars"), said corporations being sometimes collectively referred to herein as the "Constituent Corporations".

WITNESSETH:

WHEREAS, **Play Toys**, is a corporation duly organized and existing under the laws of the State of California, having an authorized capital stock of ten thousand (10,000) shares of common stock and of which as of the date hereof five thousand (5,000) shares of were validly issued and outstanding.

WHEREAS, **Cool Classic Cars** is a corporation duly organized and existing under the laws of the State of Florida, having an authorized capital stock of 10,000 shares of common stock, of which as of the date hereof 500 shares of common stock are validly issued and outstanding.

WHEREAS, the Board of Directors of each Constituent Corporation deems it advisable for the general welfare of such Constituent Corporation and its shareholders that **Play Toys** be merged into **Cool Classic Cars**.

WHEREAS, the Shareholders of **Play Toys** will receive in exchange for their stock in **Play Toys**, common stock of **Cool Classic Cars**, as more fully described in ARTICLE VI hereafter.

NOW, THEREFORE, the Constituent Corporations hereby agree that **Play Toys**, shall be merged with and into **Cool Classic Cars** in accordance with the applicable laws of the State of Florida and the terms and conditions of the following Plan of Merger.

ARTICLE I **THE CONSTITUENT CORPORATIONS**

The names of the Constituent Corporations to the merger are **PLAY TOYS, INC.**, a California Corporation, (California Entity No. C2544550) and **Cool Classic Cars**, a Florida corporation, (Florida Charter No. P16000085004).

ARTICLE II **THE MERGER; THE SURVIVING CORPORATION**

On the Effective Date, as hereinafter defined, **Play Toys**, shall be merged into **Cool Classic Cars**, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes (the Florida Business Corporation Act) and Chapter 11 of the California Corporations Code. **Cool Classic Cars** shall be the surviving Corporation, and shall be governed by the laws of the State of Florida.

ARTICLE III **THE EFFECT OF THE MERGER**

From and after the filing of the Articles of Merger in accordance with Article VII hereof, the Constituent Corporations shall be a single corporation, which shall be **Cool Classic Cars**. From and after such filing, the separate existence of **Play Toys**, shall cease, while the corporate existence of **Cool Classic Cars**, shall continue unaffected and unimpaired. **Cool Classic Cars** shall have all the rights, privileges, immunities, and powers, and shall be subject to all the duties and liabilities, of a corporation organized under the Florida Business Corporation Act. **Cool Classic Cars** shall thereupon and thereafter possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the Constituent Corporations. All property, real, personal and mixed, and all debts on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in **Cool Classic Cars** without further act or deed. The title to any real estate, or any interest therein, vested in either of the Constituent Corporations shall not revert or be in any way impaired by reason of such merger. **Cool Classic Cars** shall henceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Corporations, and any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if such merger had not taken place, or **Cool Classic Cars** may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Corporations shall be impaired by such merger.

ARTICLE IV **SUPPLEMENTARY ACTION**

If at any time after the Effective Date any further assignments or assurances in law or any other things are necessary or desirable to vest or to perfect, confirm or record in **Cool Classic Cars** the title to any property or rights of either of the Constituent Corporations, or otherwise to carry out the provisions of this Agreement and Plan of Merger, the proper officers and directors of the respective Constituent Corporations as of the Effective Date shall execute and deliver any and all proper deeds, assignments and assurances in law, and do all things necessary or proper to vest or to perfect or confirm title to such property or rights in **Cool Classic Cars** and otherwise to carry out the purposes and provisions of this Agreement and Plan of Merger.

ARTICLE V **ARTICLES OF INCORPORATION AND BY-LAWS; OFFICERS AND DIRECTORS**

- (a) The Articles of Incorporation and By-Laws of **Cool Classic Cars**, as heretofore amended and in effect on the Effective Date, shall remain the Articles of Incorporation and By-Laws of **Cool Classic Cars**, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.
- (b) The persons who shall serve as directors of **Cool Classic Cars** shall be:

THOMAS A. GREVE

NANCY E. GREVE

- (c) The persons who shall serve as officers of **Cool Classic Cars** and the offices in which they shall serve, shall be:

President:	THOMAS A. GREVE
Vice President:	NANCY E. GREVE
Secretary:	NANCY E. GREVE
Treasurer:	NANCY E. GREVE

ARTICLE VI
TREATMENT OF SHARES OF CONSTITUENT CORPORATIONS

- (a) Each share of the common stock of **Cool Classic Cars**, outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII, shall continue in existence as a share of the merged corporations and there shall be no distribution of cash or securities with respect thereto.
- (b) Each share of the common stock of **Play Toys**, outstanding immediately prior to the filing of the Articles of Merger in accordance with Article VII shall, by virtue of the merger and without any action on the part of the holder thereof, cease to exist and be cancelled, and the common stock of **Play Toys**, cash, securities or other property to be issued in respect thereof shall be as follows:
1. **Cool Classic Cars** shall issue to **NANCY E. GREVE** and **THOMAS A. GREVE**, as tenants by the entireties, in exchange for their 5,000 shares of common stock of **Play Toys** that is currently owned as joint tenants, 5,000 shares of the authorized common stock of **Cool Classic Cars**.

ARTICLE VII
APPROVAL BY SHAREHOLDERS

This Plan of Merger shall be submitted to the respective shareholders of the Constituent Corporations for approval as provided by the Florida Business Corporation Act and the California Corporations Code on the 14th day of November, 2016. If duly adopted by the requisite vote of such shareholders, Articles of Merger meeting the requirements of the Florida Business Corporation Act shall be filed immediately in the appropriate office in Florida, and a certified copy of the merger documents filed with the Florida Department of State shall be filed with the California Secretary of State.

ARTICLE VIII
EFFECTIVE DATE

The merger of **Play Toys**, into **Cool Classic Cars**, shall become effective on the date the Articles of Merger are filed with the Florida Department of State. The date on which such merger shall become effective is herein called the "Effective Date".

ARTICLE IX
COVENANTS OF PLAY TOYS

Play Toys covenants and agrees that: (a) it will not further amend its certificate of incorporation prior to the Effective Date, and (b) it will not issue any shares of its capital stock or any rights to acquire any such shares prior to the Effective Date.

ARTICLE X
TERMINATION

Anything to the contrary herein or elsewhere notwithstanding, this Agreement and Plan of Merger may be terminated and abandoned by the Board of Directors of either of the Constituent Corporations at any time prior to the filing of the Articles of Merger.

ARTICLE XI
COUNTERPARTS

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the day and year above written.

PLAY TOYS, INC., a California Corporation

By: 
THOMAS A. GREVE, Chief Executive Officer

COOL CLASSIC CARS, INC., a Florida corporation

By: 
THOMAS A. GREVE, President