

# P160000100958

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(Requestor's Name)

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(Address)

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(City/State/Zip/Phone #)

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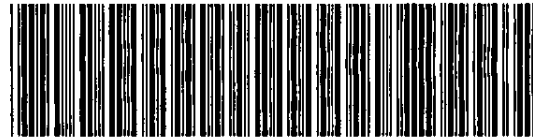
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DIVISION OF CORPORATIONS  
17 FEB -7 AM 9:37

FEB 09 2017  
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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** SPSHOP INC

\_\_\_\_\_  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

David F. Hanley, Esq.

\_\_\_\_\_  
Contact Person

David F. Hanley, P.A.

\_\_\_\_\_  
Firm/Company

3201 Overlook Road

\_\_\_\_\_  
Address

Davie, Florida 33328

\_\_\_\_\_  
City/State and Zip Code

david@hanleyfirm.com

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

For further information concerning this matter, please call:

David F. Hanley, Esq.

\_\_\_\_\_  
Name of Contact Person

At ( 954 ) 370-0717

\_\_\_\_\_  
Area Code & Daytime Telephone Number

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

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

**ARTICLES OF MERGER**  
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
17 FEB - 7 AM '17

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SPSHOP INC	Florida	P16000100958

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SPSHOP, INC.	Illinois	68872081
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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 January 31, 2017.

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 January 31, 2017.

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)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

SPSHOP INC

*[Signature]*

**ELIZAVETA V. MAKEEVA, President**

**SPSHOP, INC.**

*cl*

**ELIZAVETA V. MAKEEVA, President**

## **PLAN OF MERGER**

This Merger is between SPSHOP, INC., an Illinois corporation ("SPSHOP Illinois") and SPSHOP INC, a Florida corporation ("SPSHOP Florida"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 et seq. of the Florida Business Corporation Act (the "Act"). SPSHOP Illinois and SPSHOP Florida are sometimes referred to as the "Constituent Entities".

1. **Articles of Incorporation.** The Articles of Incorporation of SPSHOP Florida, as in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of SPSHOP Florida from and after the Effective Date.

2. **Terms of Transaction for Constituent Entities.** On the Effective Date, all stock of SPSHOP Illinois that shall be issued and outstanding at that time shall, by virtue of the Merger and without any action on the part of SPSHOP Florida, be canceled simultaneously with the effectiveness of the Merger, as the sole shareholder of each merging Constituent Entity is one and the same. Each share of SPSHOP Florida's stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of SPSHOP Florida's stock.

3. **Effect of Merger.** On the Effective Date, the separate existence of SPSHOP Illinois shall cease, and SPSHOP Florida shall be fully vested in SPSHOP Illinois' rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.


4. **Supplemental Action.** If at any time after the Effective Date SPSHOP Florida shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers, directors and stockholders of SPSHOP Florida or SPSHOP Illinois, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of SPSHOP Florida, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in SPSHOP Florida, or to otherwise carry out the provisions of this Plan.

5. **Filing with the Florida Secretary of State, the Illinois Secretary of State and Effective Date.** SPSHOP Illinois and SPSHOP Florida shall cause their respective officers and directors to execute Articles of Merger and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by SPSHOP Florida to the Florida

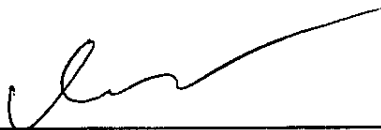
Secretary of State and Illinois Secretary of State. The "Effective Date" shall be the date on which the Articles of Merger are filed with the Florida Secretary of State and the Illinois Secretary of State.

IN WITNESS WHEREOF, the parties have set their hands on January 31, 2017.

**SPSHOP, INC., an Illinois corporation**

By:   
Elizaveta V. Makeeva  
President

**SPSHOP INC, a Florida corporation**

By:   
Elizaveta V. Makeeva  
President