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**MERGER OR SHARE EXCHANGE
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AGREEMENT AND PLAN OF MERGER
BETWEEN
HOIST LIFTRUCK MFG., INC.
(AN ILLINOIS CORPORATION)
AND
HLM INTELLECTUAL PROPERTY CORP.
(A FLORIDA CORPORATION) P 17 000 00 100

FILED
18 FEB 26 AM 9:47
CLERK OF THE CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

This Agreement and Plan of Merger between Hoist Litruck Mfg., Inc., an Illinois corporation and HLM Intellectual Property Corp., a Florida corporation is dated this 15th day of February, 2018.

WITNESSETH that:

WHEREAS, Hoist Litruck Mfg., Inc. 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 September 22, 1994; and

WHEREAS, HLM Intellectual Property Corp. 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 January 5, 2017; and

WHEREAS, the Board of Directors of each of the constituent corporations deems it advisable that Hoist Litruck Mfg., Inc., be merged into HLM Intellectual Property Corp., a Florida corporation, 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, Hoist Litruck Mfg., Inc., an Illinois corporation, hereby merges itself into HLM Intellectual Property Corp., a Florida corporation, which shall be the surviving corporation.

ARTICLE TWO

The Articles of Incorporation of HLM Intellectual Property Corp., 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) Hoist Litruck Mfg., Inc., an Illinois corporation, is authorized to issue 10,000 shares of common stock, no par value, of which 10,000 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) HLM Intellectual Property Corp., a Florida corporation, 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) One hundred percent (100%) of the issued and outstanding shares of stock of Hoist Litruck Mfg., Inc. and one hundred percent (100%) of the issued and outstanding shares of stock of HLM Intellectual Property Corp. are owned by the same individual.

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 HLM Intellectual Property Corp. 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 Hoist Litruck Mfg., Inc. 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 individual shareholder who owned all of the issued and outstanding shares of common stock of both Hoist Litruck Mfg. Inc. and HLM Intellectual Property Corp. prior to the merger, owns all of the outstanding shares of common stock of HLM Intellectual Property Corp., as the corporation surviving the merger.

ARTICLE FIVE

The terms and conditions of the merger are as follows:

(a) The by-laws of HLM Intellectual Property Corp., a Florida corporation 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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corporation until the same shall be altered, amended and repealed as therein provided.

(b) The directors and officers of HLM Intellectual Property Corp., a Florida corporation 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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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 Hoist Lifttruck Mfg., Inc. and the President of HLM Intellectual Property Corp. as the respective act, deed and agreement of said corporations as of the date first written above.

HOIST LIFTRUCK MFG., INC.
An Illinois corporation

By: Martin J. Flaska
Martin J. Flaska, President

HLM INTELLECTUAL PROPERTY CORP.
a Florida corporation

By: Martin J. Flaska
Martin J. Flaska, President

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