

P170000003161

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(Business Entity Name)

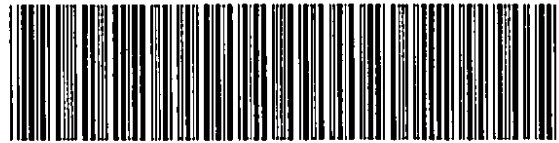
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08/01/18--01015--027 **35.00

06/27/18--01019--016 **35.00

Merger

R. WHITE

AUG 02 2018

FILED
18 AUG -1 AM 9:06
CLERK OF DISTRICT COURT
ALBUQUERQUE, NEW MEXICO

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PVK COMMERCIAL, INC
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

IBOLYA NAZON
Contact Person

PVK COMMERCIAL, INC
Firm/Company

4343 TAMiami TRLN
Address

NAPLES, FL 34103
City/State and Zip Code

VIOLET.IMRICH@PVKUSA.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

IBOLYA NAZON At (239) 316 2091
Name of Contact Person 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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 2, 2018

1 BOLYA NAZON
4343 TAMiami TRAIL N
NAPLES, FL 34103

SUBJECT: PVK COMMERCIAL INC
Ref. Number: P17000003167

We have received your document for PVK COMMERCIAL INC and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file a merger is \$35.00 per corporation. Therefore, an additional fee of \$35.00 is due.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 318A00013618

RECEIVED
18 JUL 27 AM 8:57
SECRETARY OF STATE
TALLAHASSEE, FL

ARTICLES OF MERGER
(Profit Corporations)

FILED

18 AUG -1 AM 9:06

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) |
|--------------------|---------------------|--|
| PVK COMMERCIAL INC | FL | P17000003167 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|-------------------|---------------------|--|
| FOOD MAGIC, CORP. | FL | P16000074151 |
| | | |
| | | |
| | | |
| | | |
| | | |

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 10/31/2017.

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 10/31/2017.

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

PVK COMMERCIAL INC

~~My body Max on~~
~~Jesus is Alive~~

1BOLYA NAZON
/PRESIDENT/
DAM RUESMS //PRESIDENT

FOOD MAGIC, CORP.

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

Name

Jurisdiction

PVK COMMERCIAL INC

FL

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

Name

Jurisdiction

FOOD MAGIC, CORP.

FL

Third: The terms and conditions of the merger are as follows:

Between the date of this Agreement and the date on which the merger becomes effective, each constituent entity will not:

- Enter into any contract or agreement obligating it for a period in excess of 1 year except in the ordinary course of business.
- Make any distributions to its shareholders.

Further Assignments or Assurances

If at any time PVK Commercial considers or is advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in PVK Commercial the title to any property or rights of disappearing entity, or otherwise carry out the provisions of this Agreement, the entities agree that the managers of Food Magic, as of the effective date of the merger, will execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts that the surviving entity reasonably determines to be proper to vest, perfect, and confirm title to such property or rights in PVK Commercial.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

Conversion

- (a) At the effective date of the merger, each interest in Food Magic will be converted into 100 interest[s] of PVK Commercial Inc.
- (b) No fractional interests of PVK Commercial Inc after merger will be issued to the holders of interests of Food Magic. However, holders who would otherwise be entitled to receive a fraction of an interest of PVK Commercial Inc on the basis of the conversion provided for in this article will instead receive a cash payment equal to the value of that fraction, based on the market value of an interest of Food Magic as of the effective date of the merger.
- (c) Each interest of PVK Commercial will be converted into 100 interest[s] of the new surviving entity (PVK Commercial Inc) after merger.
- (d) No fractional interests of PVK Commercial before merger will be issued to the holders of interests of the surviving entity after merger. However, holders who would otherwise be entitled to receive a fraction of an interest of PVK Commercial on the basis of the conversion provided for in this article will instead receive a cash payment equal to the value of that fraction, based on the market value of an interest of PVK Commercial as of the effective date of the merger.

Exchange

If any interest of Food Magic being exchanged in connection with this merger is evidenced by a certificate, each holder of that interest must surrender the certificate or certificates, properly endorsed, to the surviving entity or its transfer agent, and will receive in exchange a certificate or certificates representing the number of interests of the surviving entity into which the interests of Food Magic have been converted.