

P17000076663

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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 016486 7940856

AUTHORIZATION :



COST LIMIT : \$ 70.00

ORDER DATE : October 17, 2019

ORDER TIME : 9:01 AM

ORDER NO. : 016486-005

CUSTOMER NO: 7940856

ARTICLES OF MERGER

METANO IBC SERVICES, INC.

INTO

METANO IBC SERVICES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Amanda Robinson EXT # 62968

EXAMINER'S INITIALS: _____

CERTIFICATE OF MERGER
BY AND BETWEEN
METANO IBC SERVICES, INC.
A Florida Corporation
(FL EID P17000076663)
AND
METANO IBC SERVICES, INC.
A New Jersey Corporation
(NJ EID 91621723801)

FILED
2019 OCT 18 AM 11:39

Pursuant to N.J. Stat. § 14A:10-4.1 and § 607.1105 of the Florida Statutes, the undersigned corporation does hereby submit the following certificate of merger as the surviving corporation in a merger by and between **METANO IBC SERVICES, INC.** a Florida corporation; and **METANO IBC SERVICES, INC.**, a New Jersey corporation.

1. **Surviving Corporation.** The name of the surviving business entity is **METANO IBC SERVICES, INC.**, a corporation organized under the laws of the State of Florida. The name of the merged corporation is **METANO IBC SERVICES, INC.**, a New Jersey corporation.
2. **Agreement and Plan of Merger.** Attached is a copy of the agreement and plan of merger (the "**Plan of Merger**") that was duly approved in the manner prescribed by law by each constituent corporation participating in the merger.
3. **Approval of Plan.** The Plan of Merger was approved by the board of directors of each constituent corporation participating in the merger. With respect to each constituent corporation for which shareholder approval was required for the merger and the plan of merger, the plan of merger was approved by the shareholders, as required by N.J. Stat. § 14A:10-3 and § 607.1105 of the Florida Statutes, on October 16, 2019.
4. **Effective Date.** This certificate and the Plan of Merger will be effective October 31, 2019.
5. **Shareholders Entitled to Vote.** As to each corporation whose shareholders are entitled to vote, the number of shares voting for and against the Plan of Merger were as follows:

	Number of <u>Shares</u>
<u>METANO IBC SERVICES, INC. (FL)</u>	
Thomas Wilkins	100
	<u>100</u>

METANO IBC SERVICES, INC. (NJ)

Thomas Wilkins	100
	<u>100</u>

6. **Vote of Shareholders.** On October 16, 2019, all the shares of each constituent corporation voted for and approved the Plan of Merger were as follows:

	Number of Shares
<u>METANO IBC SERVICES, INC. (FL)</u>	
Thomas Wilkins	100
	<u>100</u>
<u>METANO IBC SERVICES, INC. (NJ)</u>	
Thomas Wilkins	100
	<u>100</u>

The undersigned corporation has caused this certificate of merger to be executed by its respective duly authorized officers as of the date first written above.

METANO IBC SERVICES, INC. (FL)

By: _____

Thomas Wilkins
President

METANO IBC SERVICES, INC. (NJ)

By: _____

Thomas Wilkins
President

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Agreement and Plan of Merger**") made on October 16, 2019, by and between **METANO IBC SERVICES, INC.**, a Florida corporation ("**Metano FL**") and **METANO IBC SERVICES, INC.**, a New Jersey corporation, ("**Metano NJ**") (Metano FL and Metano NJ each a "**Corporation**" and together the "**Corporations**") and **THOMAS WILKINS**, the sole shareholder of each Corporation (the "**Shareholder**").

BACKGROUND

WHEREAS, the Corporations are engaged in various business and investment activities; and

WHEREAS, the Corporations consider it desirable and in their respective best interests that Metano NJ (a "**Merged Corporation**") be merged with and into Metano FL (the "**Surviving Corporation**") according to the laws of the states of Florida and New Jersey (the "**Merger**"); and

WHEREAS, it is intended that the Merger contemplated by this Agreement and Plan of Merger shall constitute a reorganization under Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the Corporations, in accordance with Chapter 10 of the New Jersey Business Corporation Law and Chapter 607 of the Florida Business Corporation Act hereby adopt the Agreement and Plan of Merger.

AGREEMENT

NOW, THEREFORE, in consideration of the mutual terms, covenants, conditions and agreements hereinafter contained and other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, it is agreed by and among the Corporations as follows:

7. **Effective Date.** The effective date of the Merger shall be October 31, 2019 (the "**Effective Time**"). The Merger shall have the effect provided for in the New Jersey General Corporation Law and the Florida Business Corporation Act.
8. **Surviving Corporation.** The Corporation to survive the Merger is the Surviving Corporation, which shall continue under the name **METANO IBC SERVICES, INC.**
9. **No Amendment.** No amendment to the Certificate of Incorporation or the bylaws of the Surviving Corporation is to be effected as part of this Merger.
10. **Directors and Officers.** The directors and officers of the Corporation in office at and as of the Effective Time will remain the directors and officers of the Surviving Corporation (keeping their respective positions and terms of office).
11. **Ownership of Corporations.** The ownership of each Corporation is as follows:

	Number of <u>Shares</u>
<u>METANO IBC SERVICES, INC. (FL)</u>	
Thomas Wilkins	<u>100</u>
<u>METANO IBC SERVICES, INC. (NJ)</u>	
Thomas Wilkins	<u>100</u>

12. Adoption of Plan. This Agreement and Plan of Merger has been duly adopted and approved by the Board of Directors and all the shareholders of each Corporation entitled to vote on the Merger.

13. Plan of Merger. The Agreement and Plan of Merger is as follows:

13.1. The bylaws of United in effect at and as of the Effective Time will remain the bylaws of Surviving Corporation without any modification or amendment in the Merger. The Surviving Corporation reserves the right and power to alter, amend, change, or appeal any of the provisions contained in its certificate of incorporation, bylaws, or both.

13.2. The way the Merger is to be carried out will be as follows: At and as of the Effective Time, the shares of each Merged Corporation will be converted into a number of shares in the Surviving Corporation that is the same proportion and relative value of the shareholder's stock ownership in such Merged Corporation; and the shares of each Merged Corporation shall be canceled. No interest in any Merged Corporation shall be deemed to be outstanding or to have any rights after the Effective Time. Immediately after the Effective Time, the shares of the Surviving Corporation shall be held as follows:

	Number of <u>Shares</u>
<u>METANO IBC SERVICES, INC. (FL)</u>	
Thomas Wilkins	<u>100</u>

13.3. On the effective date of the Merger, the separate existence of each of the Merged Corporations, and all the property, rights, privileges, and franchises, of whatsoever nature and description of each, shall be transferred to, vest in, and devolve upon the Surviving Corporation, without further act or deed. Confirmatory deeds, assignments, or other like instruments, when considered desirable by the Surviving Corporation to show such transfer, vesting, or devolution of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of the proper Merged Corporation.

13.4. The Surviving Corporation may, at any time after the Effective Time, take any action (including executing and delivering any document) in the name and on behalf of the Surviving Corporation or a Merged Corporation to carry out and effectuate the transactions contemplated by this Agreement and Plan of Merger.

The undersigned Corporations have caused this Agreement and Plan of Merger to be executed by their respective duly authorized officers as of the date first written above.

METANO IBC SERVICES, INC. (FL)

By: 

Thomas Wilkins
President

METANO IBC SERVICES, INC. (NJ)

By: 

Thomas Wilkins
President