

P17000097531

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

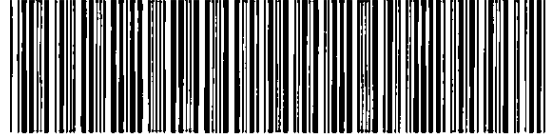
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900306682239

2017 DEC 13 A 9:57
FILED

2017 DEC 13 A 9:57

FILED

2017 DEC 13 A 4:32

DEC 14 2017

Mergel

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

ACCOUNT NO. : I20000000195

REFERENCE : 953921 3405C

AUTHORIZATION :

COST LIMIT : \$70.00



ORDER DATE : December 13, 2017

ORDER TIME : 1:45 PM

ORDER NO. : 953921-015

CUSTOMER NO: 3405C

ARTICLES OF MERGER

MHS WHOLESALE TRADING, INC.

INTO

MHS WHOLESALE TRADING, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS: _____

FILED

ARTICLES OF MERGER
MHS WHOLESALE TRADING, INC. (A NJ CORP) INTO
MHS WHOLESALE TRADING, INC.. (A FL CORP)
UNDER SECTION 607.1107 OF THE FLORIDA BUSINESS CORPORATION ACT

To: Florida Department of State
Division of Corporations

The following Articles of Merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act.

First:

The name and jurisdiction of the surviving corporation:
MHS Wholesale Trading, Inc. FLORIDA

917000097531

Second:

The name and jurisdiction of the merging corporation:
MHS Wholesale Trading, Inc. NEW JERSEY

Third:

The laws of the state or country under which each corporation that is a party to this merger is incorporated permits such merger.

Fourth:

The Plan of Merger is attached hereto as Exhibit A.

Fifth:

The merger shall become effective on the date and time that these Articles of Merger are filed with the Florida Department of State, Division of Corporations.

Sixth:

The Plan of Merger was adopted by the requisite approval of the sole shareholder of the surviving corporation on December 6, 2017.

Seventh:

The Plan of Merger was adopted by the requisite approval of the sole shareholder of the merging corporation on December 6, 2017.

The undersigned corporation has caused this statement to be signed by a duly authorized officer or director who affirms, under penalties of perjury, that the facts stated above are true and correct.

Dated: December 6, 2017

**MHS WHOLESALE TRADING,
INC.**

(a New Jersey corporation)

X By 
Hank B. Siegel
Sole Director & Shareholder

**MHS WHOLESALE TRADING,
INC.**

(a Florida corporation)

X By 
Hank B. Siegel
Sole Director & Shareholder

{Signature Page to MHS Wholesale Trading, Inc. FL Articles of Merger}

Exhibit A

PLAN OF MERGER

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:

MHS Wholesale Trading, Inc. Florida

P17000097531

Second:

The name and jurisdiction of the merging corporation:

MHS Wholesale Trading, Inc. New Jersey

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

1. Merger of MHS NJ into MHS FL. On the Effective Date (as defined in section 6 hereof), MHS Wholesale Trading, Inc., a New Jersey corporation ("MHS NJ" or "Merged Corporation") will merge with and into MHS Wholesale Trading, Inc., a Florida corporation ("MHS FL" or "Surviving Corporation") and the separate existence of MHS NJ will cease. MHS FL will be the Surviving Corporation and will continue its existence under Florida law.

2. Articles of Incorporation and By-Laws of Surviving Corporation. On the Effective Date, MHS FL's Articles of Incorporation, as then in effect, and as amended hereby, will become the Articles of Incorporation of the Surviving Corporation and thereafter continue to be its Articles of Incorporation until changed as provided by law. On the Effective Date, MHS FL's By-Laws, as then in effect, will become the By-Laws of the Surviving Corporation and thereafter continue to be its By-Laws until changed as provided by law.

3. Directors and Officers of Surviving Corporation. On the Effective Date, the sole director and officer of MHS FL, as then in office, will become the sole director and officer of the Surviving Corporation, to serve in such capacity until his successor or successors have been duly elected and qualified.

4. Shares. At the Effective Time, the sole shareholder of MHS NJ shall (i) surrender all of his shares of the MHS NJ's stock and (ii) receive one hundred (100) shares of the MHS FL's stock in exchange for such MHS NJ's stock surrendered. The shares of the MHS NJ

stock, when so converted, shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist and each holder of a certificate representing any such shares shall cease to have any rights with respect thereto, except the right to receive shares of the MHS FL Stock to be issued or paid in consideration for, and upon the surrender of, such certificate to MHS FL for exchange at the closing of the Merger. At the Effective Time, each issued and outstanding share of the MHS FL Stock issued and outstanding prior to the Effective Time shall remain outstanding, and the sole shareholder of the MHS FL shall remain the sole shareholder of the Surviving Corporation.

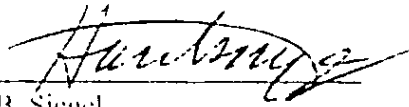
5. Liabilities and Obligations. On the Effective Date, the separate existence of all parties to the merger, except that of the Surviving Corporation, shall cease. All of the property, real, personal and mixed, and licenses of MHS NJ, and all debts due on whatever account to MHS NJ, including choses in action, shall be deemed to be transferred to and vested in MHS FL, without further action, and the title to any real estate, or any interest therein, vested in MHS NJ shall not revert or be in any way impaired by reason of the merger. MHS FL shall be responsible for all the liabilities of MHS NJ. Liens upon the property of MHS NJ shall not be impaired by the merger and any claim existing or action or proceeding pending by or against MHS NJ and MHS FL may be prosecuted to judgments as if the merger had not taken place, or MHS FL may be proceeded against or substituted in its place. Any taxes, penalties and public accounts claimed against MHS NJ but not settled, assessed or determined prior to the Effective Date shall be settled, assessed or determined against MHS FL and, together with interest thereon, shall be a lien against the franchises and property, both real and personal, of MHS FL.

6. Approval, Filing and Effectiveness. After this Plan has been duly approved in the manner required by law and if it is not terminated in accordance with paragraph 7 hereof, Articles of Merger will be executed and filed with the Florida Department of State, Division of Corporations. The date of filing of the Florida Articles of Merger will be the "Effective Date" of the Merger.

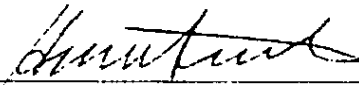
7. Termination. This Plan may be terminated and the merger abandoned by action of the sole director of MHS NJ or by action of the sole director of MHS FL at any time prior to the Effective Date.

IN WITNESS WHEREOF, each constituent corporation has caused this Plan of Merger to be signed by an authorized officer, December 16, 2017.

MHS Wholesale Trading, Inc.
(a New Jersey corporation)

X By 
Hank B. Siegel
Sole Director, Sole Shareholder, President

MHS Wholesale Trading, Inc.
(a Florida corporation)

X By 
Hank B. Siegel
Sole Director, Sole Shareholder, President