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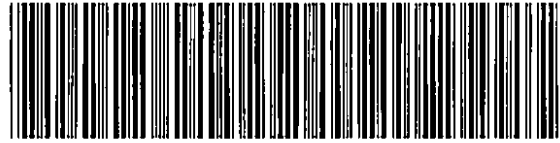
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Merger



115 N CALHOUN ST., STE. 4  
TALLAHASSEE, FL 32301  
866.625.0838  
COGENCYGLOBAL.COM

Account#: I20000000088

Date: 12/21/2017

Name: Merritt Knickle

Reference #: B096115

Entity Name: FOODSOURCE PLUS, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other \_\_\_\_\_

Authorized Amount: \$70

Signature: MARK

✉ CORPORATE HQ  
COGENCY GLOBAL INC.  
10 E 40<sup>TH</sup> ST, 10<sup>TH</sup> FL  
NY, NY 10016  
800.221.0102  
+1.212.947.7200

✉ EUROPEAN HQ  
COGENCY GLOBAL (UK) LIMITED  
REGISTERED IN ENGLAND & WALES  
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6 BEVIS MARKS, 1<sup>ST</sup> FL  
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✉ ASIA PACIFIC HQ  
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A HONG KONG LIMITED COMPANY  
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199 DES VOEUX RD CENTRAL  
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**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.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FoodSource Plus, Inc.	Florida	P17000099861

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
FoodSource Plus, Inc.	Massachusetts	Not Applicable
FoodSource Plus, Inc.	Florida	P17000099861

**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** 01 / 01 / 2018 (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 December 20, 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 December 20, 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)

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**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

FoodSource Plus, Inc. (FL)

Michael Foley

Michael K. Foley, President and Director

FoodSource Plus, Inc. (MA)

Michael Keely

Michael K. Foley, President and Director

## **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

FoodSource Plus, Inc.

Florida

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

Name

Jurisdiction

FoodSource Plus, Inc.

Massachusetts

FoodSource Plus, Inc.

Florida

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

See attached Agreement and Plan of Merger.

**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: See attached Agreement and Plan of Merger.

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:  
See attached Agreement and Plan of Merger.

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## AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (the "Agreement") is executed on the 20<sup>th</sup> day of December 2017 (but to become effective as of January 1, 2018), by and between **FoodSource Plus, Inc.**, a Florida corporation having its principal office located at 8891 Brighton Lane, Suite 117, Bonita Springs, FL 34135 ("FoodSource FL"), and **FoodSource Plus, Inc.**, a Massachusetts corporation having its principal office located at 1547 Fall River Avenue, Seekonk, MA 02771 ("FoodSource MA" and together with FoodSource FL, the "Corporations").

WHEREAS, FoodSource MA is a corporation duly incorporated pursuant to the laws of the Commonwealth of Massachusetts on September 28, 2006, having authorized capital stock of One Thousand (1,000) shares, all of which are common, having no par value, and of which Two Hundred (200) such shares are currently issued and outstanding;

WHEREAS, FoodSource FL is a corporation duly incorporated pursuant to the laws of the State of Florida, formed effective as of December 20, 2017, and having authorized capital stock of One Thousand (1,000) shares, all of which are common, having no par value, and of which Two Hundred (200) such shares are currently issued and outstanding;

WHEREAS, all of the stockholders and sole director of FoodSource MA and all of the stockholders and sole director of FoodSource FL deem it advisable, for the general welfare and advantage of said Corporations and of the respective stockholders and directors of said Corporations, that FoodSource MA merge into FoodSource FL with FoodSource FL being the survivor thereof;

WHEREAS, Florida Statutes, Title XXXVI, Chapter 607, Section 1107 provides for the merger of domestic corporations and foreign corporations on certain terms and conditions; and

WHEREAS, Massachusetts General Laws, Title XXII, Chapter 156D, Section 11.02 provides for the merger of domestic corporations and foreign corporations on certain terms and conditions;

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NOW THEREFORE, the parties hereto agree in accordance with Florida Statutes and with Massachusetts General Laws that FoodSource MA shall be merged into FoodSource FL with FoodSource FL being the surviving corporation, and that the terms and conditions of the merger contemplated hereunder (the "Merger") and the mode of carrying said Merger into effect shall be as set forth below.

1. Corporate Existence of Surviving Corporation. Except as otherwise specifically set forth in this Agreement, the identity, existence, purpose, franchises, rights, privileges, immunities, powers, duties, and liabilities of FoodSource FL shall continue unaffected and unimpaired by the within Merger, and the corporate identity, existence, purpose, franchises, rights, privileges, immunities, powers, duties, and liabilities of FoodSource MA shall be merged into FoodSource FL, and FoodSource FL shall be fully vested with each of the foregoing.

2. Effective Date of Merger. The Corporations intend for the Merger to effectuate a so-called reincorporation and merger as part of and constituting a so-called tax-free "F Reorganization" under Section 368(a)(1)(F) of the Internal Revenue Code, as amended, whereby a corporation changes its state of domesticity (in this case from Massachusetts to Florida) with the survivor of such merger (FoodSource FL in this case) succeeding to and retaining both the employer identification number ("EIN") and the Subchapter S election of the non-survivor of such merger (FoodSource MA

in this case), all such that FoodSource FL need not apply for a new EIN and need not make a new Subchapter S election. The effective date of this Agreement and of the Merger shall be as of January 1, 2018 (the "Effective Date of Merger"). On the Effective Date of Merger, the separate existence of FoodSource MA, excepting only those matters (if any) which are required to continue by statute, shall cease, and the Corporations shall become a single corporation, namely FoodSource FL as the survivor of the Merger (the "Surviving Corporation").

3. No Bylaws. No bylaws exist as of the Effective Date for either of the Corporations or for the Surviving Corporation and the Surviving Corporation shall remain without bylaws until the same may be duly adopted by the Surviving Corporation in accordance with applicable law.

4. Officers of Surviving Corporation. The names of the initial officers and sole director of the Surviving Corporation, who shall hold office until their respective successors are duly elected and qualified, are as follows:

President:	Michael K. Foley
Vice President:	None
Secretary:	Walter Frazee, Jr.
Treasurer:	David J. Lavanchy
Director:	Michael K. Foley

5. Manner of Converting Shares of FoodSource MA into Shares of Surviving Corporation. As of the Effective Date of Merger, the issued and outstanding shares of stock of FoodSource MA shall cease to exist and shall be converted into shares of Surviving Corporation in the following manner: each share of FoodSource MA shall be converted and exchanged on a one-to-one (1:1) basis such that the stockholders of the Corporations shall result in owning the same proportion of shareholdings and equity interests in the Surviving Corporation as were owned by them in each of the Corporations immediately prior to the Merger.

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6. Miscellaneous Provisions.

6.1. In accordance with applicable Florida Statutes sections and with applicable Massachusetts General Laws sections, this Agreement and the Merger have been adopted by the joint unanimous affirmative vote of all of the stockholders and sole director of FoodSource FL and of all of the stockholders and sole director of FoodSource MA entitled to vote thereon. A copy of this Agreement has been provided to each stockholder of FoodSource FL and to each stockholder of FoodSource MA. All of the stockholders and directors of the Corporations have duly authorized: (i) the execution of Articles of Merger (FL) by the president of each said Corporation and the filing of such Articles of Merger with the Florida Department of State; and (ii) the execution of Articles of Merger (MA) by the president of each said Corporation and the filing of such Articles of Merger with the Massachusetts Secretary of State. All of the stockholders and directors of the Corporations have also duly authorized their respective officers to take such further action(s) and to expend such funds as may be reasonably necessary to effectuate the transactions contemplated under this Agreement.

6.2. Notwithstanding anything in this Agreement or elsewhere to the contrary, this Agreement may be amended or abandoned at any time prior to the filing of the Articles of Merger contemplated hereunder by action of the stockholders and sole director of FoodSource FL, by action of the stockholders and sole director of FoodSource MA, and/or as otherwise permitted or required

by applicable law.

6.3. On the Effective Date of Merger, Surviving Corporation shall, without the necessity of other documents of transfer, succeed to all the rights, capacity, privileges, powers, franchises, and immunities, whether public or private in nature and specifically including title to or ownership of real or personal property of any kind, and be subject to all the liabilities and obligations of FoodSource MA, all of the foregoing as provided by Florida Statutes, Title XXXVI, Chapter 607, Section 1106 and other applicable law.

6.4. Surviving Corporation hereby ratifies and confirms that its registered agent and registered office for service of process as of the date hereof shall be, and hereby is, as follows:

David J. Lavanchy  
8891 Brighton Lane, Suite 117  
Bonita Springs, FL 34135

6.5. Surviving Corporation shall pay all the expenses of carrying out the transactions contemplated under this Agreement and of otherwise accomplishing the within Merger.

6.6. This Agreement may be executed simultaneously in one or more counterparts, each of which shall be deemed an original and all of which together shall constitute one and the same instrument. This Agreement shall be construed and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, this Agreement has been executed by the duly authorized officers of each of the Corporations effective as of the day and date first above written.

FoodSource Plus, Inc.  
(Florida)

By: Michael K. Foley  
Michael K. Foley, President

By: Walter Frazee, Jr.  
Walter Frazee, Jr., Secretary

FoodSource Plus, Inc.  
(Massachusetts)

By: Michael K. Foley  
Michael K. Foley, President

By: Walter Frazee, Jr.  
Walter Frazee, Jr., Secretary