

P18000033089

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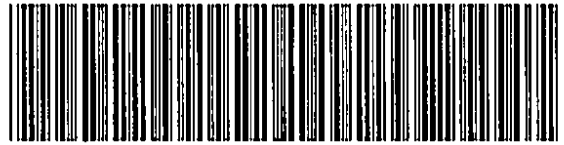
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Vanguard Merger Corporation

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Christopher Kelsch

Contact Person

Vanguard Products Group, Inc.

Firm/Company

720 Brooker Creek Boulevard, Suite 223

Address

Oldsmar, FL 34677

City/State and Zip Code

ckelsch@vanguardprotxglobal.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christopher Kelsch

Name of Contact Person

At (727)

460-9922

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

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)
Vanguard Merger Corporation	Florida	P18000033089

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Vanguard Products Group, Inc.	Illinois	60788839
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 April 19, 2018.

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 April 19, 2018.

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

Vanguard Products Group, Inc.

Christoph Kehler

Christopher Kelsch, President

Paul C. Bunker

Paul C. Burke, Secretary

Vanguard Merger Corporation

Chitrap Keshu

Christopher Kelsch, President

Paul C Benson

Paul C. Burke, Secretary

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

Vanguard Merger Corporation

Florida

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Vanguard Products Group, Inc.

Illinois

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

Please see attached Plan and Agreement 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:

Each issued share of the terminating corporation shall, upon the effective date of the merger, be canceled, as merging corporations are wholly owned by same individuals. *(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:

Upon the effective date of the merger, the surviving corporation shall be recognized under the name "Vanguard Products Group, Inc."

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

See attached full and complete Plan and Agreement of Merger of Vanguard Products Group, Inc. and Vanguard Merger Corporation.

PLAN AND AGREEMENT OF MERGER OF

VANGUARD PRODUCTS GROUP, INC.
(an Illinois Corporation)

AND

VANGUARD MERGER CORPORATION
(a Florida Corporation)

PLAN AND AGREEMENT OF MERGER entered into by and between VANGUARD PRODUCTS GROUP, INC. ("VPG"), a business corporation of the State of Illinois, and approved by resolution adopted by its Shareholders and VANGUARD MERGER CORPORATION ("VMC"), a business corporation of the State of Florida, and approved by resolution adopted by its Shareholders.

WHEREAS, VPG is a business corporation of the State of Illinois with its registered office located at 101 N. Virginia Street, Suite 150, City of Crystal Lake, County of McHenry;

WHEREAS, the total number of shares of stock which VPG has authority to issue is One Hundred Thousand (100,000), all of which are common class, no par value;

WHEREAS, VMC is a business corporation of the State of Florida with its registered office located at 720 Brooker Creek Boulevard, Suite 223, City of Oldsmar, County of Pinellas, State of Florida;

WHEREAS, the Illinois Business Corporation Act permits the merger of two or more business corporations;

WHEREAS, the Florida Business Corporation Act permits the merger of two or more business corporations; and

WHEREAS, VPG and VMC and their respective Shareholders deem it advisable and to the advantage, welfare and best interest of said corporations to merge VPG with VMC pursuant to the provisions of the Illinois Business Corporation Act and the provisions of the Florida Business Corporation Act, and upon the terms and conditions hereinafter set forth;

NOW THEREFORE, in consideration of the mutual agreement of the parties hereto, being duly entered into by and between VPG and approved by a resolutions adopted by the Shareholders of VPG, and VMC and approved by the Shareholders of VMC, the Plan and Agreement of Merger, and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon in this Plan and Agreement of Merger:

1. On the effective date, VPG will be merged into VMC. The surviving corporation assumes all rights, privileges, assets and liabilities of the terminating corporation.

2. VPG and VMC shall, pursuant to the provisions of the Illinois Business Corporation Act be merged into a single corporation, to wit, VMC, a Florida Corporation, which shall be the surviving corporation upon the effective date of the merger, and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under the name "VANGUARD PRODUCTS GROUP, INC.", pursuant to the provisions of the Florida Business Corporation Act of the State of Florida. The separate existence of VPG which is sometimes hereinafter referred to as the "terminating corporation," shall cease upon said effective date in accordance with the provisions of Article 11 of the Illinois Business Corporation Act.

3. The Certificate of Incorporation of the surviving corporation shall be in full force and effect upon the effective date of the merger in the State of Florida, and shall continue to be the Certificate of Incorporation of said surviving corporation unless and until amended and changed pursuant to the provisions of the Florida Business Corporation Act.

The name VANGUARD PRODUCTS GROUP, INC. shall be used by the surviving corporation after the date of merger and the surviving corporation shall use the Federal Employer Identification Number 36-4353793 and the existing Florida Department of Revenue RT Account Number 3022739, the existing Florida Resale Certificate for Sales Tax Number 62-8013883937-2, and the City of Oldsmar Local Business Tax Number for Vendor 11134.1.

4. The present By-laws of the terminating corporation will be the By-laws of the surviving corporation and will continue in full force and effect until changes, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

5. The director and officers of the surviving corporation upon the effective date of the merger shall be the members of the Board of Directors and officers of the terminating corporation, all of whom shall hold their directorship and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-laws of the surviving corporation.

6. Each issued share of the terminating corporation shall, upon the effective date of the merger, be canceled, as merging corporations are wholly owned by same individuals. The shareholders of the terminating corporation shall have no interest in the stock of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner.

7. The officers of the surviving corporation agree that they will cause to be executed and filed and recorded any documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts and pay all necessary fees to implement the merger.

8. The Board of Directors and the proper offices of the terminating corporation and of the surviving corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers and documents which shall be or become necessary, proper and convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided.

9. Upon the completion of the merger and filing of all necessary documents and payment of all required fees, the effective date for all purposes shall be the date the Plan and Agreement of Merger is filed with the State of Florida.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations, parties hereto.

Dated this 19 day of April, 2018.

VANGUARD PRODUCTS GROUP, INC.
an Illinois corporation

By: Christopher Kelsch
Christopher Kelsch, President

By: Paul C. Burke
Paul C. Burke, Secretary

VANGUARD MERGER CORPORATION
A Florida corporation

By: Christopher Kelsch
Christopher Kelsch, President

By: Paul C. Burke
Paul C. Burke, Secretary