

P 18060049298

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

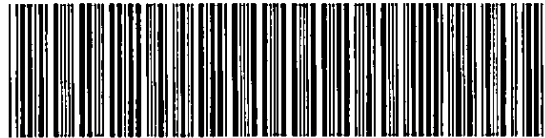
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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JUL 06 2018

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18 JUL -5 AM 11:26  
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JUL 06 2018

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FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 22, 2018

AMY BROWN  
KATZ TELLER  
255 E FIFTH ST STE 2400  
CINCINNATI, OH 45202

SUBJECT: AUTOMATED INDUSTRIAL MACHINERY, INC.  
Ref. Number: P18000049298

We have received your document and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

THE TERMS AND CONDITIONS OF THE MERGER ARE REQUIRED. PLEASE PLACE THE SHARE INFORMATION UNDER THE "FOURTH" CATEGORY.

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.

Susan Tallent  
Regulatory Specialist II

Letter Number: 518A00013095

RECEIVED  
18 JUL -5 PM 2:11  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Automated Industrial Machinery, 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:

Amy Brown

\_\_\_\_\_  
Contact Person

Katz Teller

\_\_\_\_\_  
Firm/Company

255 E Fifth St Ste 2400

\_\_\_\_\_  
Address

Cincinnati OH 45202

\_\_\_\_\_  
City/State and Zip Code

abrown@katzteller.com

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

For further information concerning this matter, please call:

Amy Brown

\_\_\_\_\_  
Name of Contact Person

At ( 513 ) 977-3486

\_\_\_\_\_  
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

# KATZ TELLER

Amy E. Brown • Phone: (513) 977-3486 • Fax: (513) 762-0086 • abrown@katzteller.com

July 3, 2018

VIA FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations - Amendment Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Automated Industrial Machinery, Inc.**

Dear Ladies & Gentlemen:

Enclosed for filing are the **revised** Articles of Merger whereby Automated Industrial Machinery, Inc., an Illinois corporation will merge with and into Automated Industrial Machinery, Inc., a Florida corporation. Once filed, kindly return evidence to my attention.

Should you have any questions, please contact me.

Sincerely,



Amy E. Brown  
Corporate Paralegal

Enclosures

4846-4431-9595, v. 2



# KATZ TELLER

Amy E. Brown • Phone: (513) 977-3486 • Fax: (513) 762-0086 • abrown@katzteller.com

June 20, 2018

VIA FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations - Amendment Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Automated Industrial Machinery, Inc.**

Dear Ladies & Gentlemen:

Enclosed for filing are the Articles of Merger whereby Automated Industrial Machinery, Inc., an Illinois corporation will merge with and into Automated Industrial Machinery, Inc., a Florida corporation. Also enclosed is our firm's check in the amount of \$70.00 to cover the requisite filing fees. Once filed, kindly return evidence to my attention.

Should you have any questions, please contact me.

Sincerely,



Amy E. Brown  
Corporate Paralegal

Enclosures

cc: Bradley G. Haas, Esq. (via email w/enc)

4846-4431-9595, v. 1



# KATZ TELLER

Amy E. Brown • Phone: (513) 977-3486 • Fax: (513) 762-0086 • abrown@katzteller.com

June 20, 2018

VIA FEDERAL EXPRESS

Florida Secretary of State  
Division of Corporations - Amendment Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

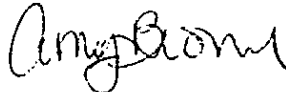
**Re: Automated Industrial Machinery, Inc.**

Dear Ladies & Gentlemen:

Enclosed for filing are the Articles of Merger whereby Automated Industrial Machinery, Inc., an Illinois corporation will merge with and into Automated Industrial Machinery, Inc., a Florida corporation. Also enclosed is our firm's check in the amount of \$70.00 to cover the requisite filing fees. Once filed, kindly return evidence to my attention.

Should you have any questions, please contact me.

Sincerely,



Amy E. Brown  
Corporate Paralegal

Enclosures

cc: Bradley G. Haas, Esq. (via email w/enc)

4846-4431-9595, v. 1



# **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)
Automated Industrial Machinery, Inc.	FL	P18000049298

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Automated Industrial Machinery, Inc.	IL	56766227

**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 June 19, 2018.

The Plan of Merger was adopted by the board of directors of the surviving corporation on

XXXXX 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 June 19, 2018.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on

XXXX and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

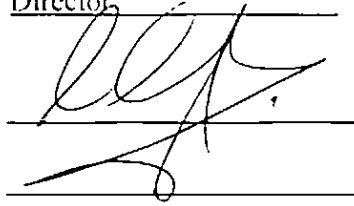
Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

Automated Industrial

Machinery, Inc., an Illinois

corporation

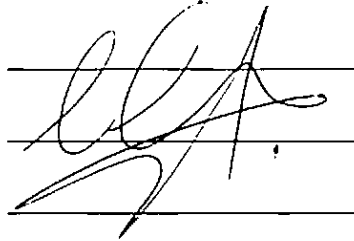


Constantine Grapsas, President

Automated Industrial

Machinery, Inc., a Florida

corporation



Constantine Grapsas, President



## **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

Automated Industrial Machinery, Inc.

Florida

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

Name

Jurisdiction

Automated Industrial Machinery, Inc.

Illinois

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

Each of the merging corporation shares issued and outstanding at the effective time of the Merger shall be cancelled and retired. The surviving corporation shares shall be unaffected by the Merger.

*Please see attached.*

**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: *Please see attached.*

*(Attach additional sheets if necessary)*

## AGREEMENT OF MERGER

This Agreement of Merger (the "Agreement") is made as of June 19, 2018 between Automated Industrial Machinery, Inc., a Florida corporation (the "Surviving Corporation"), and Automated Industrial Machinery, Inc., an Illinois corporation (the "Disappearing Corporation"), (the Surviving Corporation and Disappearing Corporation are sometimes hereinafter referred to as the "Constituent Entities"), who agree as follows:

### 1. Recitals.

a) The Surviving Corporation was organized in the State of Florida on May 30, 2018 and was assigned Document No. P18000049298. The Surviving Corporation has One Hundred (100) authorized common shares no par value, of which 100 shares are issued outstanding ("Surviving Corporation Shares").

b) The Disappearing Corporation was incorporated in the State of Illinois on March 20, 1992 and was assigned File No. 56766227. The Disappearing Corporation has Ten Thousand (10,000) authorized common shares \$1.00 par value, of which Two Thousand Two Hundred Eighty Four (2,284) are issued and outstanding ("Disappearing Corporation Shares").

c) The Constituent Entities deem it advisable and for the benefit of their respective entities that the Disappearing Corporation merge with and into the Surviving Corporation on the terms and conditions hereinafter set forth (the "Merger").

2. Merger. At the effective time of the Merger, the Disappearing Corporation shall be merged into the Surviving Corporation and the Surviving Corporation shall continue its corporate existence under the laws of the State of Florida.

3. Articles of Incorporation. The Merger shall effect no change in the Articles of Incorporation of the Surviving Corporation.

4. Terms of Merger.

Each of the Disappearing Corporation Shares issued and outstanding at the effective time of the Merger shall be cancelled and retired. The Surviving Corporation Shares shall be unaffected by the Merger.

5. Right to Abandon Merger. This Agreement may be terminated and the Merger abandoned at any time by mutual agreement of the Constituent Entities.

6. Right to Amend Merger Agreement. This Agreement may be amended at any time prior to the filing of the Certificate of Merger by mutual agreement of the Constituent Entities.

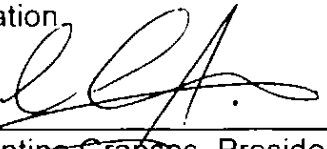
7. Effective Time of Merger. The Merger shall be effective as of the date of filing the Articles of Merger with the Florida Secretary of State.

Signed on the date specified above.

AUTOMATED INDUSTRIAL  
MACHINERY, INC., a Florida  
corporation

By:   
Constantine Grapsas, President

AUTOMATED INDUSTRIAL  
MACHINERY, INC., an Illinois  
corporation

By:   
Constantine Grapsas, President

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: