

P18000055799

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

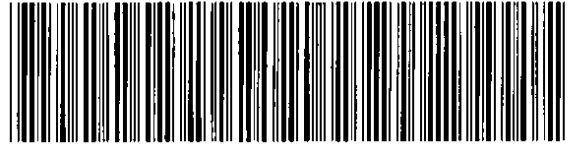
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2023 NOV 16 PM 2:23

STATE OF NEW YORK
DEPARTMENT OF STATE

A. RAMOS

NOV 29 2023

FILED

2023 NOV 28 AM 9:02

STATE OF NEW YORK
DEPARTMENT OF STATE

*02250, 00524, 00671

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

TOTAL ICE SOLUTIONS, INC.

Please Debit FCA000000003 For: 70

Thank you Seth Neeley



- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ☒ Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- ___ Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
- ___ Courier _____



Signature

Requested by:

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 17, 2023

CAPITAL CONNECTION, INC.

TALLAHASSEE, FL 32301

SUBJECT: TOTAL ICE SOLUTIONS INC
Ref. Number: P18000055799

We have received your document for TOTAL ICE SOLUTIONS INC and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please change the statute number to 607.1105 at the top of page 1. Please include a statement that "the surviving entity exists before the merger and is a domestic filing entity". See fourth paragraph on the attached form.

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.

Annette Ramsey
OPS

Letter Number: 623A00026683

RECEIVED
2023 NOV 28 PM 3:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER OF

2023 NOV 28 AM 9:02

BLUE SPRINGS COMMERCIAL REFRIGERATION AND HVAC, INC.,
a Florida corporation

INTO

TOTAL ICE SOLUTIONS, INC., a Florida corporation

Pursuant to the provisions of Section 607.1105, Florida Statutes, these Articles of Merger provide that:

1. BLUE SPRINGS COMMERCIAL REFRIGERATION AND HVAC, INC., a Florida corporation ("BLUE SPRINGS COMMERCIAL") shall be merged with and into TOTAL ICE SOLUTIONS, INC., a Florida corporation ("TOTAL ICE"), which shall be the surviving business entity.

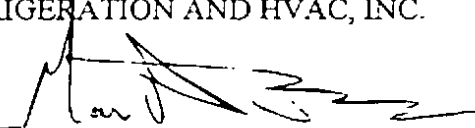
2. The merger shall become effective at the close of business on December 31, 2023 (the "Effective Time").

3. The Agreement and Plan of Merger dated effective November 14, 2023, a copy of which is attached hereto as Exhibit "A", pursuant to which BLUE SPRINGS COMMERCIAL shall be merged with and into TOTAL ICE (the "Merger"), was unanimously adopted by all of the shareholders and directors of BLUE SPRINGS COMMERCIAL by a Written Action effective November 14, 2023, and by all of the shareholders and directors of TOTAL ICE by a Written Action effective November 14, 2023. This approval by all such shareholders and directors is sufficient to approve the Merger.


4. The surviving entity exists before the merger and is a domestic filing entity.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of BLUE SPRINGS COMMERCIAL and TOTAL ICE by their authorized representatives on November 14, 2023.

BLUE SPRINGS COMMERCIAL
REFRIGERATION AND HVAC, INC.


By: 
Gary A. Brown, President

TOTAL ICE SOLUTIONS, INC.

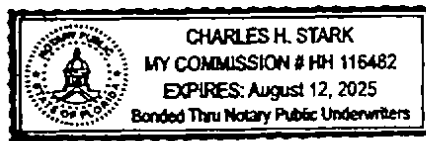
By: 
Gary A. Brown, President

STATE OF FLORIDA
COUNTY OF VOLUSIA

I HEREBY CERTIFY that on November 14, 2023, by means of ☒ physical presence or ☐ online notarization, appeared GARY A. BROWN, who acknowledged to me that they he is the President, of BLUE SPRINGS COMMERCIAL REFRIGERATION AND HVAC, INC. and TOTAL ICE SOLUTIONS, INC., and that he executed the foregoing Articles of Merger as President of the Corporation. Said person did not take an oath and (check one) ☒ is personally known to me or ☐ produced a valid driver's license (issued by a state of the United States within the last five (5) years) as identification.



Print Name: _____
Notary Public - State of Florida



AGREEMENT AND PLAN OF MERGER

BETWEEN

BLUE SPRINGS COMMERCIAL REFRIGERATION AND HVAC, INC.
(a Florida corporation)

AND

TOTAL ICE SOLUTIONS, INC.
(a Florida corporation)

Agreement and Plan of Merger, dated effective November 14, 2023, between BLUE SPRINGS COMMERCIAL REFRIGERATION AND HVAC, INC., a Florida corporation ("BLUE SPRINGS COMMERCIAL") and TOTAL ICE SOLUTIONS, INC., a Florida corporation ("TOTAL ICE").

AGREEMENT

In consideration of the mutual covenants set forth in this Agreement, the parties agree as follows:

1. In accordance with the provisions of this Agreement, and Section 607.1101 of the Florida Business Corporation Act, at the Effective Time (as defined below), BLUE SPRINGS COMMERCIAL shall be merged with and into TOTAL ICE (the "Merger"), the separate corporate existence of BLUE SPRINGS COMMERCIAL shall cease, and TOTAL ICE (the "Surviving Company") shall continue its corporate existence pursuant to the laws of Florida under its present name. TOTAL ICE and BLUE SPRINGS COMMERCIAL are collectively referred to as the "Constituent Companies."

2. Procedurally, BLUE SPRINGS COMMERCIAL will be deemed to transfer all of its assets and liabilities to TOTAL ICE and BLUE SPRINGS COMMERCIAL will surrender all of the issued and outstanding BLUE SPRINGS COMMERCIAL stock for cancellation and BLUE SPRINGS COMMERCIAL will then be dissolved.

3. The Merger shall become effective as of the close of business on December 31, 2023 (the "Effective Time").

4. The Surviving Company shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature of each of the Constituent Companies shall be vested in the Surviving Company without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Companies shall vest in the Surviving Company and shall not revert or in any way be impaired by reason of the Merger.

EXHIBIT "A"

5. All obligations belonging to or due to each of the Constituent Companies shall be vested in the Surviving Company without further act or deed, and the Surviving Company shall be liable for all of the obligations of each of the Constituent Companies existing as of the Effective Time.


6. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise:

A. each issued and outstanding share of the capital stock of BLUE SPRINGS COMMERCIAL shall be canceled without payment of any consideration and without any conversions; and


B. each issued and outstanding share of the common stock of TOTAL ICE shall remain issued and outstanding.

7. The Articles of Incorporation of TOTAL ICE in effect immediately prior to the Effective Time shall continue without change and be the Articles of Incorporation of the Surviving Company.

BLUE SPRINGS COMMERCIAL
REFRIGERATION AND HVAC, INC.

By: 
Gary A. Brown, President

TOTAL ICE, INC

By: 
Gary A. Brown, President