

P18000100492

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

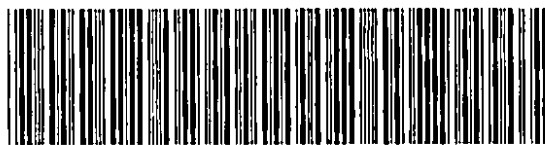
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/18/18--01005--020 **43.75

01/14/19--01034--016 **35.00

FILED

2019 JAN 14 PM 2:06

CLERK OF STATE
TALLAHASSEE, FL

C. GOLDEN

JAN 15 2019

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: J. Arthur Services Corp.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Beth Kirwan, ACP

Contact Person

Elevate Business Law, PA

Firm/Company

6622 Southpoint Drive, S., Suite 180

Address

Jacksonville, FL 32216

City, State and Zip Code

beth@elevatebusinesslaw.com

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

For further information concerning this matter, please call:

Beth Kirwan, ACP

at (904) 860-3111

Name of Contact Person

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 27, 2018

BETH KIRWAN, ACP
6622 SOUTHPOINT DRIVE S
SUITE 180
JACKSONVILLE, FL 32216

SUBJECT: J. ARTHUR SERVICES CORP.
Ref. Number: P18000100492

We have received your document and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 318A00026435

RECEIVED

2019 JAN 14 AM 10:05

SECRETARY OF STATE
TALLAHASSEE, FL

FILED

2019 JAN 14 PM 2:06

**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

CLERK OF STATE
TALLAHASSEE, FL

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
J. Arthur Services Corp.	Florida	Corporation
J.S. Logistics Services LLC	Massachusetts	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
J. Arthur Services Corp.	Florida	Corporation

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

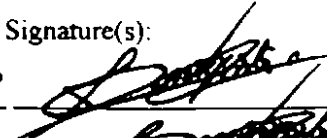
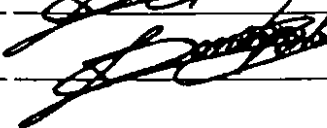
N/A

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual.
J Arthur Services Corp. 12-13-18		Joao A. Da Costa, President
J S Logistics Services LLC 12-13-18		Joao A. Da Costa, Member

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
J. Arthur Services Corp.	Florida	Corporation
J.S. Logistics Services LLC	Massachusetts	Limited Liability Company

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
J. Arthur Services Corp.	Florida	Corporation

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

Please see attached Exhibit A.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Please see attached Exhibit B.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no outstanding rights to acquire the interests, shares, obligations or other securities of each

merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor,

in whole or in part, into cash or other property.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Please see attached Massachusetts Certificate of Merger and Cancellation.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

Exhibit A

J.S. Logistics Services LLC, a Massachusetts Limited Liability Company (the "Merging Party") shall, pursuant to the provisions of the Florida Business Corporation Act and the Massachusetts Limited Liability Act, be merged into J. Arthur Services Corp., a Florida corporation (the "Surviving Corporation"), which shall be the surviving corporation from and after the latter of the date and time at which Articles of Merger are filed with the Secretary of State of Florida and a Certificate of Consolidation/Merger and Cancellation is filed with the Secretary of State of Massachusetts (the "Effective Time"), and which shall continue to exist under the name J. Arthur Services Corp. The separate existence of J.S. Logistics Services LLC shall cease at the Effective Time.

The current Articles of Incorporation and Bylaws of J. Arthur Services Corp. will continue to be the Articles of Incorporation and Bylaws of the Surviving Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and as provided in the Florida Business Corporation Act.

Exhibit B

At the Effective Time, each issued and outstanding membership interest of the Merging Party shall not be converted or exchanged in any manner into shares of common stock of the Surviving Corporation and shall be cancelled. Each issued and outstanding share of common stock of J. Arthur Logistics, Inc. shall not be converted or exchanged in any manner, but as of the Effective Time shall represent one share of common stock of the Surviving Corporation.

CERTIFICATE OF MERGER AND CANCELLATION

The following Certificate of Merger and Cancellation is submitted to merge J.S. Logistics Services, LLC, a Massachusetts limited liability company (the "merging Entity") into J. Arthur Services Corp.(the "Surviving Entity"), a Florida for-profit corporation:

FIRST: The name, Federal Identification Numbers, date of formation, jurisdiction of formation and office location of the entities are involved are:

Name	Federal Identification Number	Date of Formation	Jurisdiction of Formation	Office Location
J.S. Logistics Services, LLC	82-3609613	12/14/2017	Massachusetts	138 Walnut Street Everett, MA 02149
J. Arthur Services Corp.	83-2828764	12/13/2018	Florida	100 Carnation Street St. Johns, Florida 32259

SECOND: The name of the surviving entity is J. Arthur Services Corp.

THIRD: An agreement of merger has been duly adopted and approved by the Merging Entity and the Surviving Entity in accordance with the laws of the jurisdiction under which each is organized.

FOURTH: The agreement of merger will be kept on file at the office of J. Arthur Services Corp., the Surviving Entity, located at 100 Carnation Street, St. Johns, Florida 32259.

FIFTH:

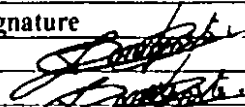
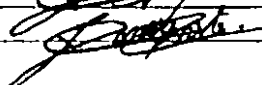
A copy of the agreement of merger will be furnished by J. Arthur Services Corp., the Surviving Entity, on request and without cost to any member of J.S. Logistics Services, LLC or to any person holding an interest in J. Arthur Services Corp.

SIXTH:

J. Arthur Services Corp., the Surviving Entity, agrees to irrevocably appoint the Secretary of the Commonwealth of Massachusetts to be its true and lawful attorney upon whom all lawful process in any action or proceeding in the Commonwealth may be served in the manner set forth in M.G.L. Chapter 156D, Section 15.10.

SEVENTH:

Signatures for each party:

Name of Entity	Typed Name and Title	Signature
J.S. Logistics Services, LLC	Joao A. Da Costa, Manager	 12-13-18
J. Arthur Services Corp.	Joao A. Da Costa, President	 12-13-18