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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** GATEWAY POWER SALES 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:

GEORGE MANTZIDIS, ESQ.

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

GEORGE MANTZIDIS, ATTORNEY AT LAW PLLC

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

5150 TAMiami TRAIL N., STE. 503

\_\_\_\_\_  
Address

NAPLES, FL 34103

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

GEORGE@GMANLAW.COM

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

For further information concerning this matter, please call:

GEORGE MANTZIDIS, ESQ.

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

At ( 239 ) 438-4609

\_\_\_\_\_  
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

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P.O. Box 6327

## 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)
Gateway Power Sales Corporation	Florida	P19000042064

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Gateway Power Sales Corporation	Missouri	CC001409943

**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 6/21/19.

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 6/21/19.

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)

# **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

Gateway Power Sales Corporation

Florida

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

Name

Jurisdiction

Gateway Power Sales Corporation

Missouri

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


See enclosed.

**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:

*(Attach additional sheets if necessary)*

Condition	Control (%)	MCI (%)	AD (%)
A	~95	~80	~65
B	~92	~75	~55
C	~90	~82	~60
D	~93	~78	~68

Name of Corporation

Signature of an Officer or Director 

Typed or Printed Name of Individual & Title

## Gateway Power Sales

Corporation, a Missouri

Corporation

## Gateway Power Sales

Corporation, a Florida

Corporation

Timothy P. Supranowich, Shareholder

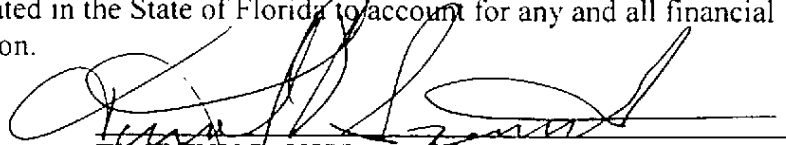
Timothy P. Supranowich, Shareholder

## **EXHIBIT A - PLAN OF MERGER**

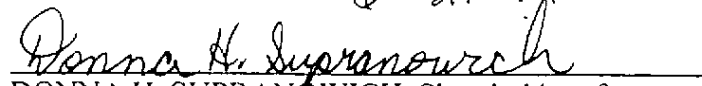
The following Plan of Merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

1. The name and jurisdiction of the surviving corporation is: GATEWAY POWER SALES CORPORATION, a Florida corporation (hereinafter, GATEWAY POWER SALES CORPORATION (FL))
2. The name the merging corporation is: GATEWAY POWER SALES CORPORATION, a Missouri Corporation, (hereinafter, GATEWAY POWER SALES CORPORATION (MS))
3. The terms and conditions of the merger are as follows:
  - a. The Shareholders of GATEWAY POWER SALES CORPORATION (MS), adopt a resolution approving this plan of merger.
  - b. The Shareholders of GATEWAY POWER SALES CORPORATION (FL), adopt a resolution approving this plan of merger.
4. Articles of Merger must be executed by GATEWAY POWER SALES CORPORATION (MS), and by GATEWAY POWER SALES CORPORATION (FL), and filed with the Florida Department of State, Division of Corporations.
5. GATEWAY POWER SALES CORPORATION (MS), shall merge into GATEWAY POWER SALES CORPORATION (FL), and, reasonably thereafter, GATEWAY POWER SALES CORPORATION (MS), shall undertake any and all actions in order to cease to exist.
6. Title to all property, and assets, of whatever nature, tangible and intangible, owned by GATEWAY POWER SALES CORPORATION (MS), are assigned to and shall vest in GATEWAY POWER SALES CORPORATION (FL) without reversion or impairment.
7. GATEWAY POWER SALES CORPORATION (FL) shall become responsible for all liabilities of GATEWAY POWER SALES CORPORATION (MS)
8. Any claim or action against GATEWAY POWER SALES CORPORATION (MS) continues against GATEWAY POWER SALES CORPORATION (FL).
9. Creditors of GATEWAY POWER SALES CORPORATION (MS) shall become creditors of GATEWAY POWER SALES CORPORATION (FL)
10. A statement of any changes in the Articles of Incorporation of the surviving corporation, GATEWAY POWER SALES CORPORATION (FL), to be effected by the merger is as follows: NONE.


11. On the effective date of the merger, (1) all shares of Stock of GATEWAY POWER SALES CORPORATION (MS) owned by GATEWAY POWER SALES CORPORATION (FL) shall be cancelled and all rights in respect thereof shall cease, and (2) treasury shares, and un-issued shares if any, owned by GATEWAY POWER SALES CORPORATION (MS) shall be cancelled on the effective date of the merger.
12. GATEWAY POWER SALES CORPORATION (FL) shall maintain a bank account at a financial institution located in the State of Florida to account for any and all financial aspects of the Corporation.

  
TIMOTHY P. SUPRANOWICH, Shareholder of  
GATEWAY POWER SALES CORPORATION,  
a Missouri Corporation

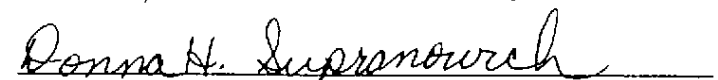
Timothy P. Supranowich  
Print Name & Date 6-21-19

  
DONNA H. SUPRANOWICH, Shareholder of  
GATEWAY POWER SALES CORPORATION,  
a Missouri Corporation

Donna H. Supranowich 6-21-19  
Print Name & Date

  
TIMOTHY P. SUPRANOWICH, Shareholder & Director  
Of GATEWAY POWER SALES CORPORATION,  
A Florida Corporation

Timothy P. Supranowich 6-21-19  
Print Name & Date

  
DONNA H. SUPRANOWICH, Shareholder & Director  
Of GATEWAY POWER SALES CORPORATION  
A Florida Corporation

Donna H. Supranowich 6-21-19  
Print Name & Date

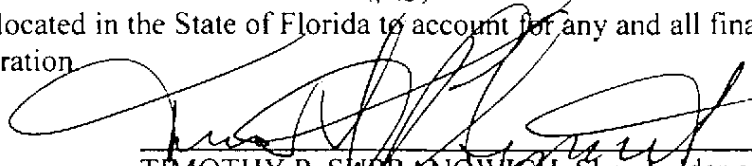
## **EXHIBIT A - PLAN OF MERGER**

The following Plan of Merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

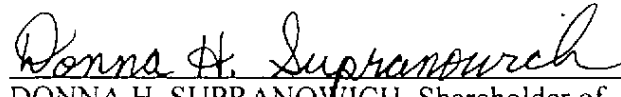
1. The name and jurisdiction of the surviving corporation is: GATEWAY POWER SALES CORPORATION, a Florida corporation (hereinafter, GATEWAY POWER SALES CORPORATION (FL))
2. The name the merging corporation is: GATEWAY POWER SALES CORPORATION, a Missouri Corporation, (hereinafter, GATEWAY POWER SALES CORPORATION (MS))
3. The terms and conditions of the merger are as follows:
  - a. The Shareholders of GATEWAY POWER SALES CORPORATION (MS), adopt a resolution approving this plan of merger.
  - b. The Shareholders of GATEWAY POWER SALES CORPORATION (FL), adopt a resolution approving this plan of merger.
4. Articles of Merger must be executed by GATEWAY POWER SALES CORPORATION (MS), and by GATEWAY POWER SALES CORPORATION (FL), and filed with the Florida Department of State, Division of Corporations.
5. GATEWAY POWER SALES CORPORATION (MS), shall merge into GATEWAY POWER SALES CORPORATION (FL), and, reasonably thereafter, GATEWAY POWER SALES CORPORATION (MS), shall undertake any and all actions in order to cease to exist.
6. Title to all property, and assets, of whatever nature, tangible and intangible, owned by GATEWAY POWER SALES CORPORATION (MS), are assigned to and shall vest in GATEWAY POWER SALES CORPORATION (FL) without reversion or impairment.
7. GATEWAY POWER SALES CORPORATION (FL) shall become responsible for all liabilities of GATEWAY POWER SALES CORPORATION (MS)
8. Any claim or action against GATEWAY POWER SALES CORPORATION (MS) continues against GATEWAY POWER SALES CORPORATION (FL).
9. Creditors of GATEWAY POWER SALES CORPORATION (MS) shall become creditors of GATEWAY POWER SALES CORPORATION (FL)



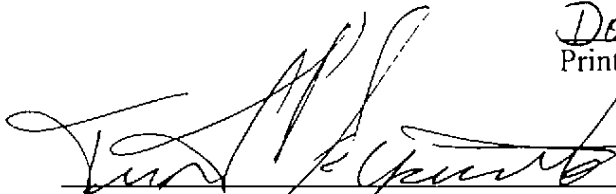
10. A statement of any changes in the Articles of Incorporation of the surviving corporation, GATEWAY POWER SALES CORPORATION (FL), to be effected by the merger is as follows: NONE.
11. On the effective date of the merger, (1) all shares of Stock of GATEWAY POWER SALES CORPORATION (MS) owned by GATEWAY POWER SALES CORPORATION (FL) shall be cancelled and all rights in respect thereof shall cease, and (2) treasury shares, and un-issued shares if any, owned by GATEWAY POWER SALES CORPORATION (MS) shall be cancelled on the effective date of the merger.
12. GATEWAY POWER SALES CORPORATION (~~FL~~) shall maintain a bank account at a financial institution located in the State of Florida to account for any and all financial aspects of the Corporation.

  
TIMOTHY P. SUPRANOWICH, Shareholder of  
GATEWAY POWER SALES CORPORATION,  
a Missouri Corporation

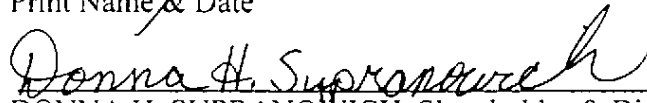
Timothy P. Supranowich  
Print Name & Date

  
DONNA H. SUPRANOWICH, Shareholder of  
GATEWAY POWER SALES CORPORATION,  
a Missouri Corporation

Donna H. Supranowich  
Print Name & Date

  
TIMOTHY P. SUPRANOWICH, Shareholder & Director  
OF GATEWAY POWER SALES CORPORATION,  
A Florida Corporation

Timothy P. Supranowich  
Print Name & Date

  
DONNA H. SUPRANOWICH, Shareholder & Director  
OF GATEWAY POWER SALES CORPORATION,  
A Florida Corporation

Donna H. Supranowich  
Print Name & Date

**UNANIMOUS CONSENT OF ALL BOARD OF DIRECTORS  
AND ALL SHAREHOLDERS OF GATEWAY POWER SALES CORPORATION (FL)  
(APPROVING MERGER WITH GATEWAY POWER SALES CORPORATION (MS))**

The undersigned, being all of the Shareholders and Board of Directors of GATEWAY POWER SALES CORPORATION (FL) a Florida Corporation (hereinafter, the "Corporation" or "GATEWAY POWER SALES CORPORATION (FL)"), do hereby consent to the adoption of the following resolutions pursuant to the provisions of Chapter 607 of the Florida Statutes:

**RESOLVED,**

That the actions of the Shareholders taken in connection with the organization and operation of the Corporation from the inception of the Corporation until the undersigned date are hereby, in all respects, ratified, confirmed and approved; and be it further

**RESOLVED,**

That unless otherwise specifically provided for by written instrument of the sole Shareholder, any and all contracts or other instruments are ratified and confirmed and binding upon the Corporation, whether or not a seal of the Corporation is affixed thereto; and be it further

**RESOLVED,**

That any and all acts of the Shareholders and of any person or persons designated and authorized to act on behalf of the Corporation are hereby ratified, confirmed and approved in all respects; and be it further

**RESOLVED,**

That the Shareholders and any person empowered by the Shareholders are hereby authorized, empowered and directed to take all such further actions and to execute, deliver, certify and file any and all such further instruments and documents, under the name of the Corporation, whether or not a seal of the Corporation is affixed thereto, and to conduct as requested or necessary any and all actions and transactions; and be it further

**RESOLVED,**

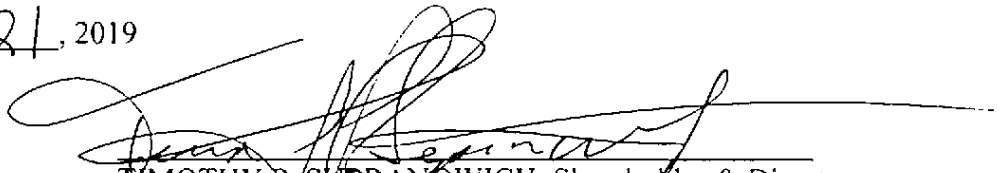
That the Shareholders approve of the enclosed and attached Articles of Merger with a Florida Corporation, pursuant to section 607.1105 of the Florida Statutes, when two or more for profit corporations merge; and be it further

**RESOLVED,** the Shareholders of the Corporation have determined that it is advisable, fair to and in the best interests of the Corporation and its Shareholders to effect a merger upon the terms and subject to the conditions set forth in the Merger Agreement pursuant to which Gateway Power Sales Corporation, a Missouri Corporation ("Gateway Power Sales Corporation (MS)"), will merge with and into Gateway Power Sales Corporation (FL), and Gateway Power Sales Corporation (FL), shall continue as the surviving corporation (the "Merger"), upon the terms and

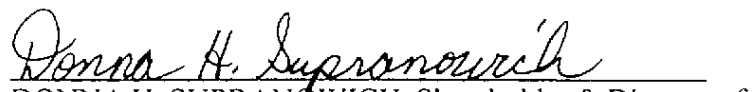
subject to the conditions of the Agreement and Plan of Merger by and between Gateway Power Sales Corporation (MS), and Gateway Power Sales Corporation (FL), dated 6/21, 2019 (the "Merger Agreement") attached hereto as Exhibit A;

The undersigned, by signing this action taken in lieu of a meeting, evidence the ratification and adoption of the above-listed resolutions.

Dated June 21, 2019

  
TIMOTHY P. SUPRANOWICH, Shareholder & Director  
of GATEWAY POWER SALES CORPORATION, a  
Florida Corporation

Timothy P Supranowich  
Print Name

  
DONNA H. SUPRANOWICH, Shareholder & Director of  
GATEWAY POWER SALES CORPORATION, a  
Florida Corporation

Donna H. Supranowich  
Print Name

**ACTIONS TAKEN BY WRITTEN CONSENT OF ALL OF THE SHAREHOLDERS OF  
GATEWAY POWER SALES CORPORATION (MS), WITHOUT MEETING  
(APPROVING ALL PRIOR ACTS & MERGER WITH FLORIDA CORPORATION)**

The undersigned, being all of the Shareholders of GATEWAY POWER SALES CORPORATION, a Missouri Corporation (hereinafter, the "Corporation" or "GATEWAY POWER SALES CORPORATION (MS)") hereby certifies for the records of the Corporation, pursuant to Missouri Corporate Statutes, Section 351.273, that the Shareholders consent to and adopt the following actions in lieu of a meeting:

**RESOLVED,**

That the actions of the Shareholders taken in connection with the organization and operation of the Corporation from the inception of the Corporation until the undersigned date are hereby, in all respects, ratified, confirmed and approved; and be it further

**RESOLVED,**

That unless otherwise specifically provided for by written instrument of the sole Shareholder, any and all contracts or other instruments are ratified and confirmed and binding upon the Corporation, whether or not a seal of the Corporation is affixed thereto; and be it further

**RESOLVED,**

That any and all acts of the Shareholders and of any person or persons designated and authorized to act on behalf of the Corporation are hereby ratified, confirmed and approved in all respects; and be it further

**RESOLVED,**

That the Shareholders and any person empowered by the Shareholders are hereby authorized, empowered and directed to take all such further actions and to execute, deliver, certify and file any and all such further instruments and documents, under the name of the Corporation, whether or not a seal of the Corporation is affixed thereto, and to conduct as requested or necessary any and all actions and transactions; and be it further

**RESOLVED,**

That the Shareholders approve of the enclosed and attached Articles of Merger with a Florida Corporation, pursuant to section 607.1105 of the Florida Statutes, when two or more for profit corporations merge; and be it further

**RESOLVED,** the Shareholders of the Corporation have determined that it is advisable, fair to and in the best interests of the Corporation and its Shareholders to effect a merger upon the terms and subject to the conditions set forth in the Merger Agreement pursuant to which Gateway Power Sales Corporation (MS), will merge with and into Gateway Power Sales Corporation, a Florida Corporation (hereinafter, "Gateway Power Sales Corporation (FL)"), and

Gateway Power Sales Corporation (FL), shall continue as the surviving corporation (the "Merger"), upon the terms and subject to the conditions of the Agreement and Plan of Merger by and between Gateway Power Sales Corporation (MS), and Gateway Power Sales Corporation (FL), dated 6/21, 2019 (the "Merger Agreement") attached hereto as Exhibit A;

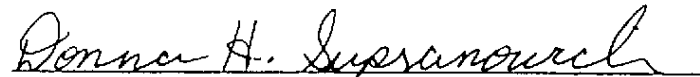
The undersigned, by signing this action taken in lieu of a meeting, evidence the ratification and adoption of the above-listed resolutions.

Dated June 21, 2019



TIMOTHY P. SUPRANOWICH, Shareholder of  
GATEWAY POWER SALES CORPORATION,  
a Missouri Corporation

Timothy P. Supranowich  
Print Name



DONNA H. SUPRANOWICH, Shareholder of  
GATEWAY POWER SALES CORPORATION,  
a Missouri Corporation

Donna H. Supranowich  
Print Name