

Florida Department of State
Division of Corporations
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To: Division of Corporations
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MERGER OR SHARE EXCHANGE

Top Choice Movers, Inc.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

2020 JUN -3 AM 9:21

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



May 22, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

TOP CHOICE MOVERS, INC.
223 AVIATION AVE NE
PALM BAY, FL 32907

SUBJECT: TOP CHOICE MOVERS, INC.
REF: P19000080920

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

✓ As of January 1, 2020, the form for merging a Profit Corporation has changed. Please use the new Profit Corporation Merger with other Corporation form located on our website (www.sunbiz.org).

*Our document
revised per
discussion
with Darden*

✓ As a condition of a merger, pursuant to s.607.1622(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Terri J Schroeder
Regulatory Specialist III

FAX Aud. #: H20000151522
Letter Number: 920A00010342

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ARTICLES OF MERGER
of
WAYPOINT DELIVERY, INC.
a Florida corporation
with and into
TOP CHOICE MOVERS, INC.,
a Florida corporation

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WAYPOINT DELIVERY, INC., a Florida corporation ("Waypoint") and **TOP CHOICE MOVERS, INC.**, a Florida corporation ("Top Choice"), pursuant to the provisions of Section 607.1101, Florida Statutes, hereby certify in connection with the merger of Waypoint into Top Choice that:

1. The name and jurisdiction of the merging corporation is Waypoint Delivery, Inc., a Florida corporation.
2. The name and jurisdiction of the surviving entity is Top Choice Movers, Inc., a Florida corporation (Florida Document No. P19000080920).
3. The Agreement and Plan of Merger is attached hereto as Exhibit "A".
4. The Agreement and Plan of Merger was approved by all of the shareholders of Waypoint Delivery, Inc. on May 15, 2020 in accordance with the applicable provisions of Chapter 607, Florida Statutes.
5. The Agreement and Plan of Merger was approved by all of the shareholders of Top Choice Movers, Inc. on May 15, 2020 in accordance with the applicable provisions of Chapter 607, Florida Statutes.
6. The merger shall become effective upon filing in the office of the Florida Secretary of State.

7. The surviving entity existed before the merger and is a domestic filing entity.
IN WITNESS WHEREOF, each of the undersigned has made and subscribed to the Articles of Merger, this 21 day of May, 2020.

WAYPOINT DELIVERY, INC., a Florida corporation

By:


David Cataldo, President

TOP CHOICE MOVERS, INC., a Florida corporation

By:


Michael E. Cataldo, President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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AGREEMENT AND PLAN OF MERGER

This Agreement dated this 21 day of May, 2020, by and between **WAYPOINT DELIVERY, INC.**, a Florida corporation ("WAYPOINT") and **TOP CHOICE MOVERS, INC.**, a Florida corporation ("TOP CHOICE").

RECITALS:

A. The shareholders of WAYPOINT and the shareholders of TOP CHOICE deem it advisable and in the best interests of both entities that WAYPOINT be merged with and into TOP CHOICE with TOP CHOICE being the surviving company pursuant to the laws of the State of Florida and upon the terms and conditions set forth herein; and

B. The shareholders of WAYPOINT and the shareholders of TOP CHOICE have unanimously approved the merger of WAYPOINT into TOP CHOICE in accordance with the provisions of Section 607.1101, Florida Statutes.

NOW THEREFORE, in consideration of the mutual covenants contained herein, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

ARTICLE I MERGER

1.1 WAYPOINT shall be merged with and into TOP CHOICE in accordance with the laws of the state of Florida. The separate corporate existence of WAYPOINT shall thereby cease, and TOP CHOICE shall be the surviving company.

1.2 The surviving company shall be Top Choice Movers, Inc., a Florida corporation, having a business address of 223 Aviation Ave NE, Palm Bay, FL 32907.

1.3 The effective date ("Effective Date") of the merger shall be the date of filing of the Articles of Merger with the Florida Department of State at which time the separate existence of WAYPOINT shall cease.

1.4 TOP CHOICE, the surviving corporation, shall possess all rights, privileges, immunities and franchises, to the extent consistent with the organizational documents of the merged entities. All of the rights, privileges, powers and franchises of WAYPOINT, of a public as well as of a private nature, and all property, real, personal and mixed of WAYPOINT, and all debts due it on whatever account, including all causes of action and all and every other interest of it or belonging to it, shall be taken by and deemed to be transferred to and vested in TOP CHOICE without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of WAYPOINT shall thereafter be as effectually the property of TOP CHOICE as was the case for WAYPOINT.

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1.5 From and after the Effective Date, TOP CHOICE shall be subject to the duties and liabilities of a corporation organized under the laws of the state of Florida and shall be liable and responsible for all the liabilities and obligations of the merged entities. The rights of the creditors of the merged entities, or of any person dealing with such entities, or any liens upon the property of such entities, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such entities may be prosecuted to judgment as if this merger had not taken place, or TOP CHOICE may be proceeded against or substituted in place of WAYPOINT. Except as otherwise herein set forth, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of TOP CHOICE shall continue unaffected and unimpaired by the merger.

ARTICLE II TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective upon the date the Articles of Merger are filed with the Florida Department of State.

2.2 Prior to the Effective Date, each entity shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Date the parties hereto shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or conform to, the vesting of full title to all of the property, assets, rights, privileges and franchises of the merging corporation, or the corporation into TOP CHOICE, each party agrees to execute and deliver such instruments and take all such further actions as may be necessary or desirable in order to vest in and confirm to TOP CHOICE title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this agreement.

ARTICLE III ARTICLES OF INCORPORATION; BYLAWS

The Articles of Incorporation and the Bylaws of TOP CHOICE, as in effect immediately prior to the Effective Date, shall, after the merger, continue to be the Articles of Incorporation and the Bylaws of TOP CHOICE until duly amended in accordance with the provisions therein set forth and the laws of Florida, and no change to either the Articles of Incorporation or to the Bylaws shall be effected by the merger.

ARTICLE IV MANNER OF CONVERTING INTERESTS

Upon the Effective Date, each one (1) share of common stock of WAYPOINT shall be converted into one (1) common share of stock of TOP CHOICE.

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**ARTICLE V
MISCELLANEOUS**

5.1 This Agreement shall be binding on and shall inure to the benefit of the parties and their respective heirs, devisees, legal representatives, successors, and permitted assigns.

5.2 In connection with any dispute arising under, from, or as a result of this Agreement, the parties agree that the prevailing party or parties shall be entitled to recover all costs or expenses incurred, including reasonable attorneys' fees and fees for the services of accountants, paralegal, legal assistants, and similar persons (including any appeals from any litigation and enforcement of judgments).

5.3 This Agreement may not be modified orally or in any other manner than by an agreement in writing signed by the party against whom the enforcement is sought.

5.4 This Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by all shareholders of WAYPOINT and by all shareholders of TOP CHOICE.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement under seal as of the date first stated above.

WAYPOINT DELIVERY, INC., a Florida corporation

By: 
David Cataldo, President

TOP CHOICE MOVERS, INC., a Florida corporation

By: 
Michael E. Cataldo, President

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