

P20000009736

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

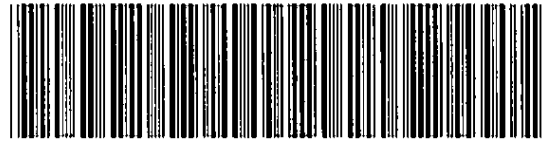
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

New Form

Office Use Only



500341697505

05/22/20--01004--003 **35.00

03/10/20--01002--005 **49.75

RECEIVED

MAR 09 2020

Mar 9

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
20 MAY 18 PM 3:25

MAY 20 2020

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **REY FOODS OF FLORIDA CORP.**

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

JOSE A. REY

Contact Person

REY FOODS OF FLORIDA CORP.

Firm/Company

2180 NW 19TH AVENUE

Address

MIAMI, FL, 33142

City/State and Zip Code

jrey@amarofoods.com

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

For further information concerning this matter, please call:

JOSE A. REY

Name of Contact Person

At (**786**) **547-3659**

Area Code & Daytime Telephone Number

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
20 MAY 18 PM 3:25

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 26, 2020

JOSE A. REY
REY FOODS OF FLORIDA CORP
2180 NW 19 AVENUE
MIAMI, FL 33142

SUBJECT: REY FOODS OF FLORIDA CORP.
Ref. Number: P20000009736

We have received your document for REY FOODS OF FLORIDA CORP. and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Our merger law has changed as of January 1st and we now have a new form. Please complete the attached form. Also the filing fee is \$35.00 per entity involved in the merger so we will need an additional \$35.00.

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.

Diane Cushing
Senior Section Administrator

Letter Number: 120A00006696

ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>REY FOODS OF FLORIDA CORP.</u>	<u>FLORIDA</u>	<u>CORP.</u>	<u>P20000009736</u>

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>REY FOODS INC.</u>	<u>NEW JERSEY</u>	<u>CORP.</u>	<u>P34131</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S.; and by the organic law governing the other parties to the merger.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
20 MAY 18 PM 3:25

FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed 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.

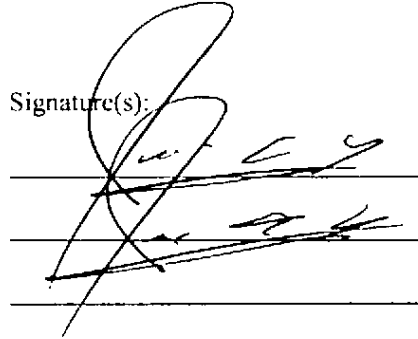
NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

REY FOODS OF FLORIDA CORP.

REY FOODS INC.

Signature(s):

Handwritten signature of Jose A. Rey in black ink, written over two horizontal lines.

Typed or Printed
Name of Individual:

JOSE A. REY

JOSE A. REY

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 an authorized person

Rey Foods Of Florida Corp. – EIN: 22-2300237

EXHIBIT A

PLAN OF MERGER

This Plan of Merger is made by and between the "Surviving Corporation", a corporation in organization in the State of Florida and a New Jersey corporation. "Disappearing Corporation".

RECITALS

- A. Rey Foods Inc. is a corporation organized and existing under the laws of the State of New Jersey and has an authorized capital stock consisting of 100 shares, par value of \$287.50 per share, of which 100 shares are issued and outstanding as of March 12, 1980.
- B. Rey Foods Of Florida Corp. – Florida is a corporation organized under the laws of the State of Florida and has authorized capital stock consisting of 100 shares, par value of \$287.50 per share, of which 100 shares are issued and outstanding as of March 12, 1980.
- C. The Board of Directors of Rey Foods Inc. – New Jersey deems it advisable for the corporation to merge with and into Rey Foods Of Florida Corp. – Florida.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, Rey Foods Inc. – New Jersey and Rey Foods Of Florida Corp. – Florida hereby agree to the following Plan of Merger.

- 1. Names of Constituent Corporations. Rey Foods Inc. – New Jersey merge with and into Rey Foods Of Florida Corp. – Florida which will be the Surviving Corporation.
- 2. Terms and Conditions of Merger. The effective date of merger will be the date upon which the Articles of Merger are filed with the Florida Department of State Division of Corporations. Upon the effective date of the merger the separate corporate existence of Rey Foods Inc. – New Jersey cease; title to all personal property and other property owned Rey Foods Inc. – New Jersey will be vested in Rey Foods Of Florida Corp. – Florida without reversion or impairment; and the Surviving Corporation will have all liabilities of Rey Foods Inc. – New Jersey. Any proceeding pending by or against Rey Foods Inc. – New Jersey may be continued as if such merger did not occur, or the Surviving Corporation may be substituted in the proceeding for Rey Foods Inc. – New Jersey
- 3. Governing Law. The laws of the State of Florida will govern the Surviving Corporation.
- 4. Name. The name of the Surviving Corporation will be Rey Foods Of Florida Corp.
- 5. Registered Office. The registered office of the Surviving Corporation is 2180 NW 19 AVE, Miami, Florida, 33142.

Rey Foods Of Florida Corp. – EIN: 22-2300237

will be taken up on the books of the Surviving Corporation at the amounts at which they are carried at that time on the respective books of the Constituent Corporations.

7. Bylaws. The Bylaws of Rey Foods Of Florida Corp. – Florida as of the effective date of the merger will be the Bylaws of the Surviving Corporation until the same will be altered or amended in accordance with the provisions thereof.
8. Directors. The directors of Rey Foods Of Florida Corp. – Florida as of the effective date of the merger will be the directors of the Surviving Corporation until their respective successors are duly elected and qualified.
9. Manner and Basis of Converting Shares. As of the effective date of the merger:
 - (a) Each share of Rey Foods Inc. – New Jersey common stock, with par value of \$287.50 per share, issued and outstanding will become one share of common stock, with \$287.50 par value per share, of the Surviving Corporation.
 - (b) The Surviving Corporation will convert or exchange 100 shares of Rey Foods Inc. – New Jersey common stock for 100 shares of the common stock of the Surviving Corporation. Fractional shares will be rounded up to the nearest whole number.
 - (c) On the effective date of the merger, holders of certificates of common stock in Rey Foods Inc. – New Jersey may surrender them to the Surviving Corporation, or its stock transfer agent, in such manner as the Surviving Corporation legally may require. This exchange will not be mandatory. To the extent shareholder desire to tender their shares for new certificates, the cost of issuance will be borne by the shareholder. Upon receipt of such certificate, the Surviving Corporation will issue in exchange a certificate of shares of common stock in the Surviving Corporation representing the number of shares of stock to which such holder will be entitled as set forth above.

Rey Foods Inc. – New Jersey

Rey Foods Of Florida Corp. – Florida