

P20000055433

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

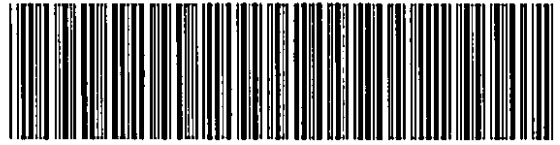
(Document Number)

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Special Instructions to Filing Officer:

3/8/21

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FILED
2021 MAR -8 PM 3:08
SECRETARY OF STATE
TALLAHASSEE, FL

2/1/20/21



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 25, 2021

CONNER KEMPE
941 N. HIGHWAY A1A
JUPITER, FL 33477

SUBJECT: FLORIDA BATL TRADING, INC.
Ref. Number: P20000055433

We have received your document and check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

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.

Article SEVENTH does not comply with the merger being filed. Please amend your document accordingly.

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.

Querida R Moore
Regulatory Specialist II

Letter Number: 721A00004177

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Florida BATL Trading, Inc.

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Conner Kempe

Contact Person

Kempe Law

Firm/Company

941 n. highway A1A

Address

Jupiter, Fl 33477

City/State and Zip Code

connerkempe@jckempe.com

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

For further information concerning this matter, please call:

conner kempe

Name of Contact Person

At (561) 7477300

Area Code & Daytime Telephone Number



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

N/A

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 current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

FILED

2021 MAR -8 PM 3: 08

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

856570601
TALLAHASSEE, FL

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)
Florida BATL Trading, Inc.	FL	Corp	P20000055433

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)
BATL Trading, Inc.	NY	Corp	16153A
Florida BATL Trading, Inc.	FL	Corp	P20000055433
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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.

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 limited 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.

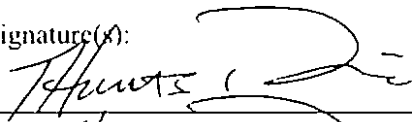
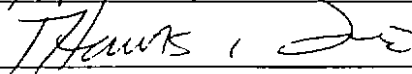
SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- 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:	Signature(s):	Typed or Printed Name of Individual:
BATL Trading, Inc.		THOMAS DONATO
Florida BATL Trading, Inc.		THOMAS DONATO

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

AGREEMENT AND PLAN OF MERGER

MERGING

BATL TRADING, INC.
(a New York Corporation)

WITH AND INTO

FLORIDA BATL TRADING, INC.
(a Florida Corporation)

WHEREAS, each of (1) the Board of Directors of **BATL Trading, Inc.**, a New York Corporation (“**FL BATL Trading**”), and (2) the Board of Directors of **Florida BATL Trading, Inc.**, a Florida Corporation (“**FL BATL Trading**”) have determined that it is advisable for **BATL Trading** to merge with and into **FL BATL Trading** upon the terms and conditions provided herein.

NOW THEREFORE, **BATL Trading** and **FL BATL Trading** hereby agree to merge into a single corporation as follows:

1. Constituent Organizations. **BATL Trading, Inc.**, a Corporation duly organized under the laws of the State of New York, shall be merged with and into **Florida BATL Trading, Inc.**, a Corporation, duly organized under the laws of the State of Florida.
2. Surviving Organization. **Florida BATL Trading, Inc.**, a Corporation, duly organized under the laws of the State of Florida, shall be the Surviving Organization.
3. Terms and Conditions of Merger. **BATL Trading** and **FL BATL Trading** shall, pursuant to the provisions of the Florida Revised Uniform Business Corporation Act and in the same manner as is provided under the applicable New York Uniform Business Corporation Act and other applicable laws of the State of New York, be merged with and into a single Corporation, **FL BATL Trading** upon the following terms and conditions:
 - a. Effective Time. The Merger shall be effective as of Dec. 22, 2028 (the “Effective Time”).
 - b. Continuation of FL BATL Trading. The name, identity, purpose, existence, rights, privileges, powers, franchises, properties and assets of **FL BATL Trading** (the “Surviving Organization”) shall continue unimpaired by the Merger.
 - c. Termination of Existence of BATL Trading. At the Effective Time, the separate existence of **BATL Trading** shall cease.
 - d. Organization of Surviving Corporation. The Certificate of Corporation of **FL BATL Trading** shall be the Certificate of Corporation of the Surviving Organization, and the Corporation Agreement and Plan of Operation of **FL BATL Trading** shall be the Corporation Agreement and Plan of Operation of the Surviving Organization, at and after the Effective Time, and the said Certificate of Corporation, Corporation Agreement, and Plan of Operation shall continue in full force and effect.
 - e. Same Board of Directors. The identities of the Board of Directors of **FL BATL Trading** and **BATL Trading** are identical, and such Board of Directors shall continue to be the

Board of Directors of the Surviving Organization, in accordance with the Corporation Agreement of **FL BATL Trading**.

- f. Adjustment of Shares. At the Effective Time, the percentage of each shareholder's shares of **FL BATL Trading**, reflecting each shareholder's interest in the Corporation, shall be adjusted to reflect each shareholder's interest in **BATL Trading**. Each shareholder's interest in the Surviving Organization will be approximately as stated below. The exact percentages shall be recalculated as August 15, 2020 based on the exact values of the assets of each constituent Corporation as of that date.

Shareholder Name	# Shares of FL BATL Trading after merger	Class
Thomas Donino	1000	#1
Loren Donino	1000	#2

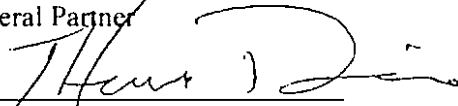
- g. Transfer of Rights and Assets. After the Effective Time, **FL BATL Trading** shall possess all the rights, privileges, immunities, franchises, and powers of **BATL Trading**, and all property of **BATL Trading**, real, personal and mixed, and all debts due to **BATL Trading**, as well as all other choses in action, and every interest of or belonging to or due to **BATL Trading** shall be deemed to be transferred to and vested in **FL BATL Trading** without further act or deed; and the title to any interest therein vested in **BATL Trading** shall not revert or be in any way impaired by such merger.
- h. Obligations and Liabilities. **FL BATL Trading** shall thereupon and thereafter be responsible and liable for all the liabilities and obligations of **BATL Trading**; and any claim existing or action or proceeding pending by or against **BATL Trading** may be prosecuted as if such merger had not taken place, or **FL BATL Trading** may be substituted in its place. Neither the rights of creditors nor any liens upon the property of **BATL Trading** shall be impaired by such merger.
4. The Agreement and Plan of Merger of **BATL Trading** with and into **FL BATL Trading** has been fully authorized in accordance with the provisions of the applicable New York Uniform Business Corporation Act and the Florida Revised Uniform Business Corporation Act, and in accordance with the respective shareholder agreements of **BATL Trading** and of **FL BATL Trading**. **BATL Trading** and **FL BATL Trading** hereby stipulate that they will cause to be executed and filed a Certificate of Merger with the Florida Secretary of State, an Article of Merger with the New York Secretary of State, and any other documents prescribed by the laws of the State of Florida and of the State of New York, and they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

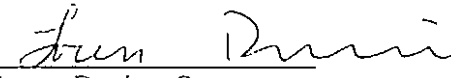
5. The general partners of **FL BATL Trading** and of **BATL Trading** are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the merger provided for herein.
6. Amendment or Abandonment. This Agreement and Plan of Merger may be amended or abandoned prior to the filing of the Articles of Merger only by a written agreement signed by the **FL BATL Trading** and **BATL Trading**.

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the date first written above.

FLORIDA BATL TRADING, INC.
a Florida Corporation

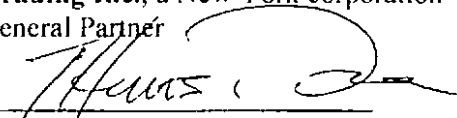
By: **BATL Trading Inc.**, a New York corporation
its sole General Partner

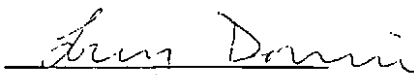
By: 
Thomas Donino, President

Attested: 
Loren Donino, Secretary

BATL TRADING, INC.
a New York Corporation

By: **BATL Trading Inc.**, a New York corporation
its sole General Partner

By: 
Thomas Donino, President

Attested: 
Loren Donino, Secretary