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Merge

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FILED
2021 MAR 17 PM 12:39

MAY 24 2021

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: QDE PRESS 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:

DEBRA HENRY

Contact Person

DEBRA HENRY CPA

Firm/Company

1257 DEERWOOD DRIVE

Address

MIRAMAR BEACH, FL 32550

City/State and Zip Code

debrahenry@debrahenrycpa.com

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

For further information concerning this matter, please call:

DEBRA HENRY

Name of Contact Person

At (850) 687-4461

Area Code & Daytime Telephone Number

☐ 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 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

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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)
QDE PRESS INC	FL	S-CORP	P21000003859

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)
QDE PRESS INC	AL	S-CORP	242-534

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:

MARCH 15, 2021

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.

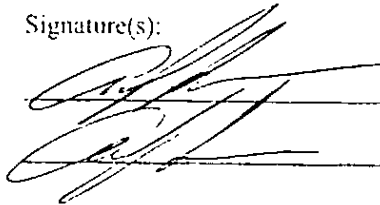
NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

QDE PRESS INC (FL)

QDE PRESS INC (AL)

Signature(s):



Typed or Printed
Name of Individual:

CHRISTOPHER A FREEMAN

CHRISTOPHER A FREEMAN

Corporations:

General partnerships:

Florida Limited Partnerships:

Non-Florida Limited Partnerships:

Limited Liability Companies:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

Signature of a general partner or authorized person

Signatures of all general partners

Signature of a general partner

Signature of an authorized person

ARTICLES OF MERGER

PLAN OF REORGANIZATION UNDER IRC SECTION 368(a)(1)(F)

QDE PRESS, INC (AL) AND QDE PRESS, INC (FL)

QDE Press, Inc (AL) wishes to change its place of incorporation to take advantage of the business friendly environment and tax structure of the State of Florida. The corporation proposes to merge into a corporation newly formed under the laws of the State of Florida and its sole shareholder will exchange his shares for shares in the newly formed corporation QDE Press, Inc (FL). The transaction will qualify as a tax-free reorganization under section 368(a)(1)(F).

QDE Press, Inc (AL) is an Alabama corporation engaged in the business of printing education materials. QDE Press, Inc (AL) has 100 shares of \$1.00 par common stock with 100 shares outstanding. Christopher A. Freeman (shareholder) is the individual who owns 100% of QDE Press, Inc (AL) stock.

QDE Press, Inc (FL) has been recently organized as a State of Florida corporation for the purpose of conducting the same business as QDE Press, Inc (AL). QDE Press, Inc (FL) has not conducted any business since its incorporation. QDE Press, Inc (FL) has authorized 100 shares of \$1.00 par value common stock.

To enable QDE Press, Inc (AL) to take advantage of the business friendly environment and tax structure of the State of Florida, and to reduce administrative expenses and inefficiencies, QDE Press, Inc (AL) plans to merge into QDE Press, Inc (FL). Accordingly, pursuant to a Plan of Merger, the following transaction has been proposed:

1. Pursuant to State of Alabama and State of Florida laws, QDE Press, Inc (AL) will merge with and into QDE Press, Inc (FL). The separate corporate existence of QDE Press, Inc (AL) will terminate upon the effective time of the merger and QDE Press, Inc (FL) will acquire all the assets and assume all the liabilities of QDE Press, Inc (AL), and will continue to conduct the business of QDE Press, Inc (AL).
2. As a result of the formation of QDE Press, Inc (FL) and the merger of QDE Press, Inc (AL) into QDE Press, Inc (FL), shareholder will exchange each share of QDE Press Inc (AL) common stock for one share of QDE Press, Inc (FL) common stock so that he will hold 100 shares of QDE Press, Inc (FL). QDE Press, Inc (AL) will cease to exist.

The following representations have been made with respect to the proposed transaction:

- A. The fair market value of the QDE Press, Inc (FL) received by shareholder will be approximately equal to the fair market value of the QDE Press, Inc (AL) stock surrendered in the exchange.
- B. Shareholder has no plan or intention to sell, exchange or otherwise dispose of the shares of QDE Press, Inc (FL) stock received in the transaction.

ARTICLES OF MERGER

PLAN OF REORGANIZATION UNDER IRC SECTION 368(a)(1)(F)

QDE PRESS, INC (AL) AND QDE PRESS, INC (FL)

- C. Immediately following consummation of the transaction, shareholder will own 100% of the outstanding QDE Press, Inc (FL) stock and will own such stock solely by reason of his ownership of the QDE Press, Inc (AL) stock immediately prior to the transaction.
- D. QDE Press, Inc (FL) has no plan or intention to issue additional shares of stock following the transaction.
- E. Immediately following the consummation of the transaction, QDE Press, Inc (FL) will possess the same assets and liabilities, except for assets used to pay expenses incurred in connection with the transaction, as those possessed by QDE Press, Inc (AL) immediately prior to the transaction.
- F. QDE Press, Inc (AL) has no outstanding warrants, options, convertible securities, or any other type of right pursuant to which any person could acquire stock in QDE Press, Inc (AL).
- G. QDE Press, Inc (FL) has no plan or intention to sell or otherwise dispose of any of the assets of QDE Press, Inc (AL) acquired in the transaction, except for dispositions made in the ordinary course of business.
- H. The liabilities of QDE Press, Inc (AL) assumed by QDE Press, Inc (FL) plus the liabilities, of any, to which the transferred assets are subject were incurred by QDE Press, Inc (AL) in the ordinary course of business and are associated with the assets transferred.
- I. Following the transaction, QDE Press, Inc (FL) will continue the business of QDE Press, Inc (AL) in a substantially unchanged manner.
- J. QDE Press, Inc (AL), QDE Press, Inc (FL) and shareholder will each pay their own expenses, if any, incurred in connection with the proposed transaction.
- K. QDE Press, Inc (AL) is not under the jurisdiction of a court in a Title 11 or similar case with the meaning of Section 368(a)(3)(A) of the Internal Revenue Code.
- L. None of the compensation received by any shareholder-employees of QDE Press, Inc (FL) will be separate consideration for, or allocable to, any of their shares of QDE Press, Inc (FL); none of the shares of acquiring stock received by any shareholder-employees will be separate consideration for, or allocable to, any employment agreement; and the compensation paid to any shareholder-employee will be for services actually rendered and will be commensurate with amounts paid to third parties bargaining at arm's length for similar services.
- M. QDE Press, Inc (FL) will pay or assume only those expenses of QDE Press, Inc (AL) that are solely and related directly to the transactions in accordance with the guidelines established in Rev. Rul. 73-54, 1973-1 C.B. 187.

ARTICLES OF MERGER

PLAN OF REORGANIZATION UNDER IRC SECTION 368(a)(1)(F)

QDE PRESS, INC (AL) AND QDE PRESS, INC (FL)

Based solely on the information submitted and on the representations set forth above, it is held as follows:

1. For federal income tax purposes, the transfer of assets by QDE Press, Inc (AL) to QDE Press, Inc (FL) in exchange for shares of QDE Press, Inc (FL) common stock and the assumption by QDE Press, Inc. (FL) of the liabilities of QDE Press, Inc. (AL) will constitute a mere change in the identity and place of organization of QDE Press, Inc (AL) and therefore will qualify as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code. QDE Press, Inc (AL) and QDE Press, Inc. (FL) will each be a party to a reorganization within the meaning of Section 368(b).
2. No gain or loss will be recognized to QDE Press, Inc (AL) upon transfer of its assets to QDE Press, Inc (FL) solely in exchange for shares of QDE Press, Inc (FL) stock and the assumption by QDE Press, Inc (FL) of the liabilities of QDE Press, Inc (AL) (Sections 361(a) and 357(a)).
3. The basis of the assets of QDE Press, Inc (AL) in the hands of QDE Press, Inc (FL) will be the same as its basis of such assets of QDE Press, Inc (AL) immediately prior to the proposed transaction (Section 362(b)).
4. No gain or loss will be recognized to QDE Press, Inc (FL) upon the receipt of assets of QDE Press, Inc (AL) in exchange for shares of QDE Press, Inc (FL) stock (Section 1032(a)).
5. The holding period of the QDE Press, Inc (AL) assets received by QDE Press, Inc (FL) will include the period during which such assets were held QDE Press, Inc (AL) (Section 1223(2)).
6. No gain or loss will be recognized to the shareholder or QDE Press, Inc (AL) upon the receipt of QDE Press, Inc (FL) solely in exchange for shares of QDE Press, Inc. (AL) stock (Section 354(a)(a)).
7. The basis of the QDE Press, Inc (FL) stock to be received by shareholder will be the same as the basis of the QDE Press, Inc (AL) stock surrendered in exchange therefor (Section 358(a)(1)).
8. The holding period of the QDE Press, Inc (FL) stock to be received by shareholder will include the period during which QDE Press, Inc. (AL) stock surrendered therefore was held, provided that the shares of QDE Press, Inc (AL) stock are held as capital assets on the date of the exchange (Section 1223(1)).
9. For purposes of Section 381 of the Code, QDE Press, Inc (FL) be treated just as QDE Press, Inc (AL) would have been had there been no reorganization. Accordingly, the taxable year of QDE Press, Inc (AL) will not end on the effective date of the reorganization, and the tax attributes of QDE Press, Inc (AL) will be taken into account by QDE Press, Inc (FL) as if there had been no reorganization. The part of the taxable year of QDE Press, Inc (AL) before the reorganization and the part of the taxable year of

ARTICLES OF MERGER

PLAN OF REORGANIZATION UNDER IRC SECTION 368(a)(1)(F)

QDE PRESS, INC (AL) AND QDE PRESS, INC (FL)

QDE Press, Inc (FL) after the reorganization will constitute a single taxable year of QDE Press, Inc (FL). QDE Press, Inc (AL) will not be required to file a federal income tax return for any portion of such taxable year (Section 1.381(b)-1(a)(2) of the Income Tax Regulations and Rev. Rul. 52-276, 1957-1 C.B. 126).

10. There is no plan or intention to revoke or terminate the S corporation election of QDE Press, Inc (FL) or QDE Press, Inc (AL). QDE Press, Inc. (FL) will be eligible to be treated as an S corporation within the meaning of Section 1361.
11. The proposed transaction will not result in a termination of QDE Press, Inc (AL) "S" election (within the meaning of Section 1362). Rather, QDE Press, Inc (AL) "S" election will remain in effect for QDE Press, Inc (FL) (Rev. Rul. 2008-18, 2008-1 C.B. 674).
12. Rev. Rul. 64-250, 1964-2 C.B. 333, concludes that when an S corporation merges into a newly formed corporation in a transaction qualifying as a reorganization under Section 368(a)(1)(F), and the newly formed surviving corporation also meets the requirements of an S corporation, the reorganization does not terminate the S election. Thus, the S election remains in effect for the new corporation, QDE Press Inc (FL).
13. Rev. Rul. 73-526, 1973-2 C.B. 404, concludes that the identifying number previously assigned to the transferor corporation (QDE Press, Inc (AL) should be used by the surviving corporation, QDE Press, Inc (FL) in a statutory merger qualifying as a reorganization under Section 368(a)(1)(F).

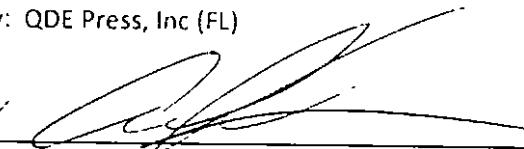
Name of entity: QDE Press, Inc (AL)

Signature: ✓


Christopher A. Freeman, President

Name of entity: QDE Press, Inc (FL)

Signature: ✓


Christopher A. Freeman, President