

P22000072262

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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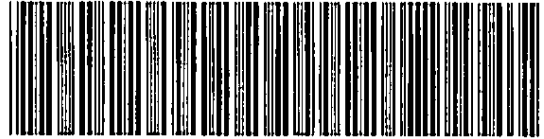
(Business Entity Name)

(Document Number)

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CLERK OF STATE
TALLAHASSEE, FL

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FEB 01 2023

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LINDSAY ALLEN

PROFESSIONAL COUNSEL

11/2/2022

VIA FEDERAL EXPRESS

Florida Department of State
Amendment Section
Division of Corporations
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

**RE: Ultimate Trading Florida Corp.
Document Number P22000072262**

Dear Manager,

Enclosed please find an original application for merger along with a plan of merger for the above referenced entity. I have also enclosed a check for \$75.00 which should cover the filing fees. If you have any questions or need additional information, please contact me at the telephone number below.

Respectfully,

Encl.

LINDSAY & ALLEN, PLLC



Todd B. Allen, Esq.

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SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ULTIMATE TRADING 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:

Todd B. Allen, Esq.

Contact Person

Lindsay & Allen, PLLC

Firm/Company

13180 Livingston Road, Suite 206

Address

Naples, FL 34109

City/State and Zip Code

Todd@naples.law

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

For further information concerning this matter, please call:

Todd B. Allen

Name of Contact Person

At (239) 593-7900

Area Code & Daytime Telephone Number

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SECRETARY OF STATE
TALLAHASSEE, FL

☐ 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

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>ULTIMATE TRADING FLORIDA CORP.</u>	<u>Florida</u>	<u>Corp.</u>	<u>P22000072262</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>ULTIMATE TRADING CORP.</u>	<u>NJ</u>	<u>Corp.</u>	<u>2022 NOV - 12:13</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
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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).


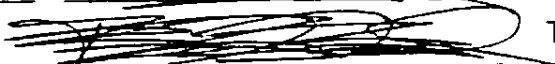
- ☒ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

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:

September 26, 2022.

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:
Ultimate Trading Florida Corp.		Todd Knichel, President
Ultimate Trading Corp.		Todd Knichel, President

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

PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER (hereinafter referred to as the "Plan") is being submitted in accordance with Section 607.1101 of the Florida Statutes and Section 14A:10-1 of the New Jersey Revised Statutes. The Plan is entered into as of the date the Articles (Certificate) of Merger are first recorded with the Department of State, Division of Corporations, for the State of Florida. This Plan is made by and between **ULTIMATE TRADING CORP., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF NEW JERSEY** (hereinafter referred to as the "Merging Company"), and **ULTIMATE TRADING FLORIDA CORP., A CORPORATION ORGANIZED AND EXISTING UNDER THE LAWS OF THE STATE OF FLORIDA** (hereinafter referred to as the "Surviving Company"), also referred to collectively as the "Merged Companies." In addition, it is intended that the merger of the Merging Company with the surviving entity as the Surviving Company (as such terms are defined below) will qualify as a tax-free reorganization within the meaning of Internal Revenue Code of 1986, as amended (hereinafter referred to as the "code").

RECITALS

WHEREAS, Merging Company desires to be classified as a Merged Entity reorganized and transferred to a new State and upon completion of the recorded Articles of Merger with the State of Florida and the State of New Jersey, it shall become dissolved and the Surviving Company shall be the sole entity; and

WHEREAS, the President for the Merging Company and the Surviving Company has determined that the merger of the Merging Company into the Surviving Company is advisable and in the best interest of the Merging Company therefore the President has approved the Articles (Certificate) of Merger and the Plan of Merger; and

WHEREAS, the sole Shareholder of the Merged Companies have approved the Articles of Merger and the Plan on September 16, 2022, and hereby authorize the Manager to complete any and all acts necessary to complete the Plan; and

WHEREAS, the Merged Companies, for U.S. federal income tax purposes, hereby qualify the merger as a liquidation within the meaning of the Internal Revenue Code of 1986, as amended, and the rules and regulations promulgated therein.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements of the parties hereto, being thereunto duly entered into by Surviving Company approved by the Manager and Members, and by the Merging Company approved by the Manager and Members, the Plan of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter in this Plan set forth.

ARTICLE I:

The exact name, street address of its principal office, jurisdiction, and entity type for the merging party ("Merging Company") is as follows:

Name and Street Address	Jurisdiction	Entity Type
Ultimate Trading Corporation 6258 Indies Avenue, Naples, FL 34113	New Jersey	Corporation Tax I.D. #

ARTICLE II:

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party ("Surviving Company") is as follows:

Name and Street Address	Jurisdiction	Entity Type
Ultimate Trading Florida Corp. 6258 Indies Avenue, Naples, FL 34113	Florida	Corporation Tax I.D. #

ARTICLE III:

The Terms, Conditions and Statements in compliance with Chapter 607 of the Florida Statutes and the Florida Business Corporation Act., and also in compliance with Section 14A:10-1 of the New Jersey Revised Statutes.

- A. The effective date of the merger is to take place on the date the merger is first filed with the State of Florida (hereinafter referred to as the "Effective Date").
- B. The Merging Company and the Surviving Company shall be a single entity known as Ultimate Trading Florida Corp.
- C. The Merging Company shall cease to exist following the Effective Date of the merger.
- D. The Merging Company and Surviving Company shall be treated the same for federal income tax purposes and therefore the Surviving Company shall use the same tax identification number as the Merging Company.
- E. The corporate enterprise shall continue uninterrupted and is therefore a mere change of corporate locations for federal income tax purposes. In addition, the entire value of the proprietary interest in the Merging Company is to be preserved in the reorganization and within the Surviving Company.
- F. The purpose of the merger is to change locations of the company. As such, the transaction and acts contemplated in this Plan are an ordinary and necessary incident of the conduct of business.
- G. The Surviving Company shall possess all the rights, privileges, powers, causes of action, and interest of the Merging Company; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to the Merging Company, shall be vested in the Surviving Company without further act or deed.

H. The Surviving Company shall be responsible and liable for all of the debts, liabilities and obligations of the Merging Company may be prosecuted to judgment as if the merger had not taken place, or the Surviving Company may be substituted in the place of the Merging Company, and neither the rights of creditors nor any liens upon the property of the Merging Company shall be impaired by the merger.

I. With respect to each entity, the aggregate amount of the net assets of the Merging Company that was available to support and pay distributions before the merger, shall continue to be available for the payment of distributions by the Surviving Company, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Company.

J. The cost and basis of all property transferred incident to this Plan shall be the cost and basis as held by the Merging Company.

ARTICLE IV:

Conversion of Ownership Interests. The manner and basis of converting the interests, shares, obligations or other securities of the Surviving Company, in whole or in part, into cash or other property are as follows:

A. All of the Shareholders of the Merging Company and the Surviving Company and the outstanding shares issued by each Company are identical and, therefore, no conversion is necessary. At and after the Effective Merging Date, all of the previously issued and outstanding shares of the Company that were issued and outstanding immediately prior to the Effective Date shall be automatically retired and cancelled.

B. At and after the Effective Date, all of the outstanding certificates that prior to that date, represented shares of the Merging Company's membership interests, shall be deemed for all purposes to evidence ownership of and to represent the number of shares of the Surviving Company's shares into which such shares of the Merging Company's shares are converted as provided herein. The registered owner on the books and records of the Company of any such outstanding certificate for the Company shall, until such certificate shall have been surrendered for transfer or otherwise accounted for to the Surviving Company or its transfer agent, be entitled to exercise any voting and other rights with respect to, and to receive any dividend and other distributions upon, the shares of the Surviving Company's shares evidenced by such outstanding certificate as provided above.

C. No shares of the Surviving Company will be issued in connection with the Merger. The merger is taking place for the sole purpose of transferring the business to the State of Florida.

D. As there are no outstanding options or warrants of either the Company or the Surviving Company, the manner and basis of converting rights to acquire interests, shares, obligations or other securities of the Company into rights to acquire interests, shares, obligations or other securities of the Surviving Company, in whole or in part, into cash or other property are not addressed herein.

E. Any provision of this Agreement may be amended or waived prior to the Effective Time if, and only if, such amendment or waiver is in writing and signed by all parties hereto, or in the case of a waiver, by the party against whom the waiver is to be effective. Any such amendment shall require regulatory approval.

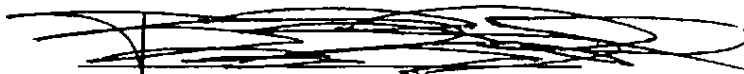
ARTICLE V:

The name and address of the manager of the Surviving Company are as follows:

Ultimate Trading Florida Corp.
6258 Indies Avenue
Naples, FL 34109

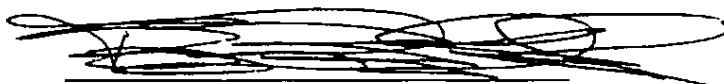
Under penalties of perjury, I declare that I consent to the above Plan of Merger, and that I have examined this Plan, and to the best of my knowledge and belief, it is true, correct, and complete. As the President of the Merging Company and as the President of the Surviving Company, I further declare that I am authorized to execute this Plan.

ULTIMATE TRADING CORP.
a New Jersey corporation

A handwritten signature in black ink, appearing to read 'Todd Knichel', written over a horizontal line.

Todd Knichel, its President and sole shareholder.

ULTIMATE TRADING FLORIDA CORP.
a Florida corporation.

A handwritten signature in black ink, appearing to read 'Todd Knichel', written over a horizontal line.

Todd Knichel, its President and sole shareholder.