

P220000083717

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

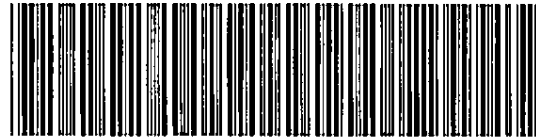
(Business Entity Name)

(Document Number)

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DEC 12 2022  
D CUSHING

**LABARBERA AND CAMPBELL**  
*Attorneys and Counselors at Law*

MICHAEL D. LABARBERA  
EDWARD S. CAMPBELL, III\*  
\*(By Appointment Only)

13309 WINDING OAK COURT - SUITE B  
TAMPA, FLORIDA 33612  
(813) 251-1940 FAX: (813) 251-3240

November 30, 2022

**Sent via Federal Express**

Diane Cushing  
Division of Corporations  
Centre of Tallahassee  
2415 North Monroe Street  
Suite 810  
Tallahassee, Florida 32303

RE : Corporation Mergers

Dear Ms. Cushing:

Enclosed herewith, please find the Merger documentation for Reithoffer Shows, Inc. and four (4) of its affiliated corporations including the suggested cover letter. We will be sending in two additional affiliated corporation packets once we receive the signed documents in a few days. Those corporations are Popcorn Confections Inc. and Reithoffer Manufacturing Co. The corporations with their documentation is as follows:

**A. Reithoffer Shows, Inc.**

Reithoffer Shows, Inc. is registered as a Foreign Corporation in Florida (P20627). For the purposes of this merger, we recently incorporated Reithoffer Shows, Inc. as a Florida Domestic Corporation (P22000078254). Consent to use this name was included with the recent incorporation and approved by your Department. The Articles of Merger are to be effective January 1, 2023. Once the Merger is effective in Florida we will then move forward with withdrawing Reithoffer Shows, Inc. as a Virginia Corporation.

Documents for filing are as follows:

Cover letter for the Articles of Merger

Articles of Merger

Our check in the amount of \$78.75 for the two (2) corporation merger fee and a certified copy.

**B. Management Group RS, Inc.**

Management Group RS, Inc is registered as a Foreign Corporation in Florida (F16000001300). For the purposes of this merger, we recently incorporated Management Group RS, Inc. Florida Domestic Corporation (P22000078260). Consent to use this name was included with the recent incorporation and approved by your Department. The Articles of Merger are to be effective January 1, 2023. Once the Merger is effective in Florida we will then move forward with withdrawing Management Group RS, Inc. as a Virginia Corporation.

Documents for filing are as follows:

Cover letter for the Articles of Merger

Articles of Merger

Our check in the amount of \$78.75 for the two (2) corporation merger fee and a certified copy.

**C. Reithoffer Equipment Company, Inc.**

Reithoffer Equipment Company, Inc is registered as a Foreign Corporation in Florida (F02000002396). For the purposes of this merger, we recently incorporated Reithoffer Equipment Company, Inc. as a Florida Domestic Corporation (P22000078259). Consent to use this name was included with the recent incorporation and approved by your Department. The Articles of Merger are to be effective January 1, 2023. Once the Merger is effective in Florida we will then move forward with withdrawing Reithoffer Equipment Company, Inc. as a Pennsylvania Corporation.

Documents for filing are as follows:

Cover letter for the Articles of Merger

Articles of Merger

Our check in the amount of \$78.75 for the two (2) corporation merger fee and a certified copy.

**D. Torhof, Inc.**

Torhof, Inc was not previously registered in the State of Florida. For the purposes of this merger, we recently incorporated Torhof, Inc. as a Florida Domestic Corporation (P22000083717). Consent to use this name was included with the recent incorporation and approved by your Department. The Articles of Merger are to be effective January 1, 2023. Once the Merger is effective in Florida we will then move forward with withdrawing Torhof, Inc. as a Virginia Corporation.

Documents for filing are as follows:

Cover letter for the Articles of Merger

Articles of Merger

Our check in the amount of \$78.75 for the two (2) corporation merger fee and a certified copy.

Diane Cushing  
November 30, 2022  
Page 3 of 3

**E. Scootring, Inc.**

Scootring, Inc was not previously registered in the State of Florida. For the purposes of this merger, we recently incorporated Scootring, Inc. as a Florida Domestic Corporation (P22000083700). Consent to use this name was included with the recent incorporation and approved by your Department. The Articles of Merger are to be effective January 1, 2023. Once the Merger is effective in Florida we will then move forward with withdrawing Scootring, Inc. as a Virginia Corporation.

Documents for filing are as follows:

Cover letter for the Articles of Merger

Articles of Merger

Our check in the amount of \$78.75 for the two (2) corporation merger fee and a certified copy.

In reviewing the documents above for the Mergers, if there is anything that is not correct or that you see needs to be amended or added, please let us know immediately. This process needs to be completed and able to Merge on January 1, 2023.

Sincerely,



Michael D. LaBarbera

MLB/eam  
enclosures  
cc: Client

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Torhof, 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:

**Michael D. LaBarbera**

Contact Person

**LaBarbera and Campbell**

Firm/Company

**13309 Winding Oak Court, Suite B**

Address

**Tampa, Florida 33612**

City/State and Zip Code

**mdlabarbera@aol.com**

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

For further information concerning this matter, please call:

**Michael D. LaBarbera**

Name of Contact Person

At ( **813** ) **251-1940**

Area Code & Daytime Telephone Number

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☐ 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><br>(If known/ applicable) |
|---------------------|---------------------|--------------------|--|
| <u>Torhof, Inc.</u> | <u>FL</u>           | <u>Corp</u>        | <u>P22000083717</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><br>(If known/ applicable) |
|---------------------|---------------------|--------------------|--|
| <u>Torhof, Inc.</u> | <u>VA</u>           | <u>Corp</u>        | <u>N/A</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.

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**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:

January 1, 2023

**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<br>Name of Individual: |
|------------------------------|--|---|
| Torhof, Inc (FL)             |  | Richard H. Reithoffer Dir/Pres          |
| Torhof, Inc. (VA)            |  | Richard H. Reithoffer Dir/Pres          |
|                              |  |   |
|                              |  |   |
|                              |  |   |

|                                   |   |
|-----------------------------------|---|
| Corporations:                     | Chairman, Vice Chairman, President or Officer<br>(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   |