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Florida Department of State
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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : JOHNSON, POPE, BOXOR, RUPPEL & BURNS, LLC
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MERGER OR SHARE EXCHANGE
GRIT INTEGRITY FUND, INC.

Table with 2 columns: Description and Value. Rows include Certificate of Status (0), Certified Copy (0), Page Count (09), and Estimated Charge (\$70.00).

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Handwritten signature or mark

STATE OF FLORIDA  
 ARTICLES OF MERGER  
 OF  
 THE WEAVERS TRADE, LTD., a New York corporation  
 INTO  
 GRIT INTEGRITY FUND., INC., a Florida corporation

The following articles of merger are submitted in accordance with Section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
GRIT INTEGRITY FUND., INC. (the "Surviving Corporation")	Florida	P22000094293

SECOND: The name and jurisdiction of the merged corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document / ID Number</u>
THE WEAVERS TRADE, LTD. (the "Merged Corporation")	New York	28964

THIRD: The Plan of Merger pursuant to which the Merged Corporation shall be merged with and into the Surviving Corporation (the "Plan of Merger") is attached hereto as Exhibit A and is incorporated herein and made a part hereof by reference.

FOURTH: The effective date of the Merger shall be January 25, 2023 (the "Effective Date").

FIFTH: The Plan of Merger was adopted by the board of directors and the shareholders of the Surviving Corporation, and executed in accordance with Section 607.1101 and 607.1103, Florida Statutes, on January 18, 2023.

SIXTH: The Plan of Merger was adopted by the board of directors and the shareholders of the Merged Corporation, in accordance with Article 9 of the New York Business Corporation Law, and was executed on January 18, 2023.

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 STATE OF FLORIDA  
 CLERK OF THE CIRCUIT COURT  
 IN AND FOR THE COUNTY OF ALACHUA  
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Signed this 24<sup>th</sup> day of January 2023, and effective as of the Effective Date.

SURVIVING CORPORATION:

GRIT INTEGRITY FUND., INC.,  
a Florida corporation

By: Patricia L. Weaver  
Patricia L. Weaver, President

MERGED CORPORATION:

THE WEAVERS TRADE, LTD.,  
a New York corporation

By: Patricia L. Weaver  
Patricia L. Weaver, President

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TALLAHASSEE, FL

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**EXHIBIT A**  
**PLAN OF MERGER**

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SECRETARY OF STATE  
TALLAHASSEE, FL

**PLAN OF MERGER**

THIS PLAN OF MERGER, made and entered into this 24 day of January 2023, and shall be effective as of January 24, 2023, by and among Lawrence D. Copp and Patricia L. Weaver (each a "Shareholder," and collectively the "Shareholders"), and the following named corporations:

**SURVIVING CORPORATION**

GRIT INTEGRITY FUND, INC., a Florida corporation (the "Surviving Corporation").

Date of incorporation: December 23, 2022

**MERGED CORPORATION**

THE WEAVERS TRADE, LTD., a New York corporation (the "Merged Corporation," and together with the Surviving Corporation, the "Companies").

Date of incorporation: November 28, 1908

**WITNESSETH:**

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its respective date of incorporation is described above;

WHEREAS, the Merged Corporation is a corporation duly organized and existing under the laws of the State of New York. Its date of incorporation is described above:

WHEREAS, the Merged Corporation and the Surviving Corporation are owned by the same stockholders.

WHEREAS, the Merged Corporation desires to change its state of incorporation to the State of Florida and desires to accomplish this by merging into the Surviving Corporation;

WHEREAS, the respective Boards of Directors and the Shareholders of each of the Surviving Corporation and the Merged Corporation deem it advisable that the corporations merge into a single surviving corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the Plan of Merger contained herein was approved by the Board of Directors and Stockholders of the Merged Corporation as prescribed by the laws of the State of New York;

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STATE OF FLORIDA  
TALLAHASSEE, FL  
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WHEREAS, the parties intend that the Merger shall constitute a transaction of the type described in Sections 368(a)(1)(A) and (F) of the Internal Revenue Code of 1986, as amended;

WHEREAS, the entire outstanding capital stock of the Merged Corporation and the Surviving Corporation is held as follows:

<u>Name of Corporation</u>	<u>Stockholders</u>	<u>Shares Held</u>
THE WEAVERS TRADE, LTD., a New York corporation	Lawrence D. Copp Patricia L. Weaver	99.6%

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 COUNTY

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 607 of the Florida Statutes and in accordance with Article 9 of the New York Business Corporation Law that the Merged Corporation and the Surviving Corporation shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of the Merged Corporation and the Surviving Corporation shall be as hereinafter set forth.

ARTICLE I  
CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. Upon the Merger becoming effective, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merged Corporation, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merged Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merged Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merged Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merged Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired

by the Merger, except as modified in this Agreement. After completion of the Merger, the Merged Corporations Employer Identification Number will continue to be used by the Surviving Corporation.

ARTICLE II  
ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be GRIT INTEGRITY FUND., INC. The Articles of Incorporation of the Surviving Corporation, as amended herein, shall be and remain the Articles of Incorporation of the Surviving Corporation, until the same shall be altered, amended or repealed.

ARTICLE III  
BYLAWS OF SURVIVING CORPORATION

The Bylaws of said Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV  
DIRECTORS AND OFFICERS OF SURVIVING CORPORATION

The Directors and Officers of the Surviving Corporation shall be the following, and they shall hold the respective offices until their successors are elected and qualified:

- |            |  |                                    |
|------------|--|------------------------------------|
| Directors: | Patricia L. Weaver<br>Lawrence D. Copp |                                    |
| Officers:  | Patricia L. Weaver<br>Lawrence D. Copp | President<br>Secretary & Treasurer |

ARTICLE V  
MANNER OF CONVERTING SHARES

The manner of converting the stock of the Merged Corporation and the Surviving Corporation upon the Merger becoming effective shall be as follows:

A. Each share of common stock of the Merged Corporation issued and outstanding at the time of the effective date of the Merger shall be cancelled.

B. No further shares of common stock of the Surviving Corporation will be issued due to the commonality of ownership between the Merged Corporation and the Surviving Corporation.

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ARTICLE VI  
APPROVAL OF MERGER BY STOCKHOLDERS AND DIRECTORS OF  
SURVIVING CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the stockholders and directors of the Surviving Corporation, as provided by Article 9 of the New York Business Corporation Law on January 18, 2023.

ARTICLE VII  
APPROVAL OF MERGER BY STOCKHOLDERS AND SOLE DIRECTOR OF  
MERGED CORPORATION

The Articles of Merger and this Agreement and Plan of Merger have been approved by the stockholders and directors of the Merged Corporation, as provided by Section 607 of the Florida Statutes on January 18, 2023.

ARTICLE VIII  
EFFECTIVE DATE OF MERGER

This Merger shall become effective as of January 1, 2023, for tax and accounting purposes and shall become effective for purposes Article 9 of the New York Business Corporation Law on the date this Agreement is filed with the Secretary of State of New York; and shall be effective for purposes of Chapter 607 of the Florida Statutes on the date this Agreement is filed with the Secretary of State of Florida.

[Signature Page Follows]

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TALLAHASSEE, FL



IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

WITNESSES:

*[Signature]*  
*[Signature]*

**SURVIVING CORPORATION:**

GRIT INTEGRITY FUND., INC.,  
a Florida corporation

By: *[Signature]*  
Patricia L. Weaver, President

**MERGED CORPORATION:**

THE WEAVERS TRADE, LTD.  
a New York corporation

By: *[Signature]*  
Patricia L. Weaver, President

*[Signature]*  
*[Signature]*

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