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MERGER OR SHARE EXCHANGE
ACR TRUCKING AND LEASING, INC.

Certificate of Status	0
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Page Count	01
Estimated Charge	\$70.00

16740.00

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STATE OF FLORIDA
 ARTICLES OF MERGER
 OF
 ACR TRUCKING, INC.
 a New York corporation
 into
 ACR TRUCKING AND LEASING, INC.,
 a Florida corporation

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 2023 FEB 13 AM 9:27
 CLERK OF CIRCUIT COURT
 IN AND FOR THE COUNTY OF PASSELENTIN

The following articles of merger are submitted in accordance with Section 607.1101, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
ACR TRUCKING AND LEASING, INC. (the "Surviving Corporation")	Florida	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>DOS ID Number</u>
ACR TRUCKING, INC. (the "Merging Corporation")	New York	5174034

THIRD: This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.

FOURTH: 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.

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 February 13, 2023.

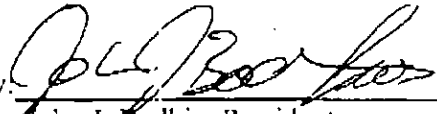
SIXTH: The Plan of Merger was adopted by the board of directors and the shareholders of the Merged Corporation, in accordance with Article 9 of the New York Business Corporation Law and was executed on February 13, 2023.

SEVENTH: The effective date ("Effective Date") shall be the date of filing.

Signed this 13th day of February 2023, and effective as of the Effective Date.

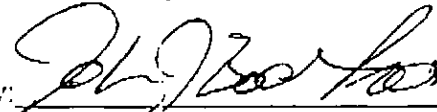
SURVIVING CORPORATION:

ACR TRUCKING AND LEASING, INC.,
a Florida corporation

By: 
John J. Bodkin, President

MERGING CORPORATION:

ACR TRUCKING, INC.,
a New York corporation

By: 
John J. Bodkin, President

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STATE
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ARTICLES OF INCORPORATION
OF
ACR TRUCKING AND LEASING, INC.

ARTICLE I
NAME AND ADDRESS

The name of this corporation is ACR TRUCKING AND LEASING, INC. The principal office and the mailing address of the corporation is 444 N. Paula Drive, Unit 318, Dunedin, Florida 34698.

ARTICLE II
DURATION

This corporation shall have perpetual existence.

ARTICLE III
CAPITAL STOCK

This corporation is authorized to issue 1,000 shares of common stock, which shall be designated as "Common Shares." The par value of each share of stock shall be \$.001.

ARTICLE IV
INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of this corporation is 911 Chestnut Street, Clearwater, Florida 33756, and the name of the initial registered agent of this corporation at that address is Chestnut Business Services, LLC, a Florida limited liability company.

ARTICLE V
INCORPORATOR

The name of the incorporator is John J. Bodkin, whose address is 444 N. Paula Drive, Unit 318, Dunedin, Florida 34698.

ARTICLE VI
INITIAL DIRECTOR/OFFICER

The number of Directors constituting the initial Board of Directors of the corporation shall be one (1), and the name and address of the person sworn to serve as the Director until the first meeting of shareholders or until his successor is elected and qualified is:

John J. Bodkin

444 N. Paula Drive, Unit 318, Dunedin, Florida 34698

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CLERK OF THE CIRCUIT COURT

The name and address of the initial officer who shall serve in the office designated opposite his name until his successor is elected and qualified is:

John J. Bodkin President

ARTICLE VII
INDEMNIFICATION

The corporation shall indemnify any officer or director, or any former officer or director to the full extent permitted by law.

ARTICLE VIII
AMENDMENT

The corporation reserves the right to amend or repeal any provisions contained in these Articles of Incorporation, or any amendment thereto, and any right conferred upon the shareholders is subject to this reservation.

IN WITNESS WHEREOF, the undersigned incorporator has executed these Articles of Incorporation this 13 day of February 2023.



John J. Bodkin, Incorporator

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STATE
HALL, TAMPA, FL

**CERTIFICATE DESIGNATING REGISTERED AGENT
AND STREET ADDRESS FOR SERVICE OF PROCESS
WITHIN FLORIDA**

The undersigned, having been named Registered Agent and designated to accept service of process for the above-stated Company, at 911 Chestnut Street, Clearwater, Florida 33756, hereby agrees to act in this capacity, and further agrees to comply with the provisions of all statutes relative to the proper and complete performance of the duties hereunder.

CHESTNUT BUSINESS SERVICES, LLC,
a Florida limited liability company

By: 
Nicholas J. Grimaudo, VP

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FLORIDA
STATE
SECRETARY

EXHIBIT "A"

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CLERK OF DISTRICT COURT
TALLAHASSEE, FL

PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into this 13th day of February, 2023, and shall be effective as of February 13, 2023, by and between the following named corporations.

I - SURVIVING CORPORATION

ACR TRUCKING AND LEASING INC., a Florida corporation (the "Surviving Corporation").

Date of incorporation: February 13, 2023
Document Number: _____

II - MERGED CORPORATION

ACR TRUCKING, INC., a New York corporation (the "Merged Corporation")

Date of incorporation: July 21, 2017
DOS ID: 5174034

W I T N E S S E T H:

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

WHEREAS, the Merged Corporation desires to merge into the Surviving Corporation;

WHEREAS, the respective Boards of Directors and the Stockholders 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;

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

WHEREAS, the parties intend that the Merger shall constitute a transaction of the type described in Sections 368(a)(1)(B) of the Internal Revenue Code of 1986, as amended;

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TALLAHASSEE, FL

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STATE OF FLORIDA
TALLAHASSEE, FL
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WHEREAS, the entire outstanding capital stock of the Merged Corporation is held as follows:

<u>Name of Corporation</u>	<u>Stockholder</u>	<u>Shares Held</u>
ACR TRUCKING AND LEASING, INC., a Florida corporation	JOHN BODKIN	100

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, as amended, 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.

ARTICLE II
ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be ACR TRUCKING AND LEASING, 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: JOHN J. BODKIN

Officers: JOHN J. BODKIN President

ARTICLE V
MANNER OF CONVERTING SHARES

Each share of the Merged Corporation's common stock issued and outstanding at the time of the effective date of the merger shall be cancelled.

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

The Articles of Merger and this Plan of Merger have been approved by the stockholder and director of the Surviving Corporation, as provided by Chapter 607 of the Florida Statutes, on February 13, 2023.

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ARTICLE VII
APPROVAL OF MERGER BY STOCKHOLDER AND DIRECTOR OF
MERGED CORPORATION

The Articles of Merger and this Plan of Merger have been approved by the stockholder and director of the Merged Corporation, as provided by Section 907 of the New York Business Corporation Law, on February 12, 2023.

ARTICLE VIII
EFFECTIVE DATE OF MERGER

This Merger shall become effective as of February 13, 2023, for tax and accounting purposes and shall become effective for purposes of Chapter 607 of the Florida Statutes on the date this Agreement is filed with the Secretary of State of Florida.

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

[Signature page follows]

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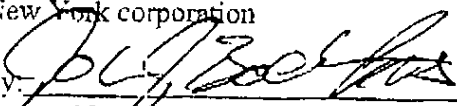
SURVIVING CORPORATION:

ACR TRUCKING AND LEASING, INC.
a Florida corporation

By: 
JOHN J. BODKIN, President

MERGED CORPORATION:

ACR TRUCKING, INC.,
a New York corporation

By: 
JOHN J. BODKIN, President

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