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2019 DEC 27 AM 11:32

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

DEC 30 2019

ALBRITTON

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 115198 7175508

AUTHORIZATION

Liquor License

COST LIMIT : \$70.00

ORDER DATE : December 26, 2019

ORDER TIME : 8:53 AM

ORDER NO. : 115198-015

CUSTOMER NO: 7175508

ARTICLES OF MERGER

UNITED PREMIUM FINANCE
COMPANY

INTO

UGU HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Kadesha Roberson

EXAMINER'S INITIALS:

10

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: UGU HOLDINGS, INC.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

HEIDI KIGHT

Contact Person

LEVENFELD PEARLSTEIN LLC

Firm/Company

2 N. LASALLE STREET, SUITE 1300

Address

CHICAGO, ILLINOIS 60602

City/State and Zip Code

HKIGHT@LPLEGAL.COM

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

For further information concerning this matter, please call:

HEIDI KIGHT

Name of Contact Person

At (312) 475-7515
Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

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** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
UGU HOLDINGS, INC.	DELAWARE	6815363

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
United Premium Finance Company	FLORIDA	P93000037022

FILED
2019 DEC 27 AM 11:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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.

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on December 26, 2019.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on December 26, 2019.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

UGU Holdings, Inc.

T. J. Jones

Richard P. Parrillo, Sr., President & Director

United Premium Finance Company

APR 9

Richard P. Parrillo, Sr., Vice President & Director

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

UGU HOLDINGS, INC.

DELAWARE

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

UNITED PREMIUM FINANCE COMPANY

FLORIDA

Third: The terms and conditions of the merger are as follows:

See attached Plan of Merger.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

PLAN AND AGREEMENT
of
MERGER
of
UNITED PREMIUM FINANCE COMPANY
into
UGU HOLDINGS, INC.

Pursuant to Section 252 of the Delaware General Corporation Law (the "DGCL").
Pursuant to Chapter 607.1101 of the Florida Statutes (F.S.).

THIS PLAN AND AGREEMENT OF MERGER (the "Agreement") is made and entered into as of the 26th day of December, 2019 by and between UGU Holdings, Inc., a Delaware corporation ("UGUH"), and United Premium Finance Company, a Florida corporation ("UPF") ("UGUH" and "UPF" are sometimes hereinafter collectively referred to as the "Constituent Entities").

WHEREAS, UPF was heretofore incorporated under the laws of the State of Florida, its Certificate of Incorporation having been filed in the office of the Secretary of State of Florida on May 21, 1993; and

WHEREAS, the registered office of UPF is 1313 NW 167 Street, Miami Gardens, Florida and Paul Susz is the registered agent therein, in charge thereof, upon whom process against UPF may be served within said state; and

WHEREAS, UGUH was heretofore formed under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the office of the Secretary of State of Delaware on March 26, 2018; and

WHEREAS, the registered office of UGUH is 251 Little Falls Drive, Wilmington, Delaware 19808 and The Corporation Service Company is the registered agent therein, in charge thereof, upon whom process against UGUH may be served within said state; and

WHEREAS, UPF has an authorized capital consisting of 100,000 Common shares with \$1.00 par value of which 60 Common shares are issued and outstanding; and

WHEREAS, the shareholder and Board of Directors of UGUH and the shareholders and Board of Directors of UPF deem it advisable, and in the best business interests of the Constituent Entities, to reduce operating costs and facilitate operating efficiencies, and otherwise generally to the advantage and welfare of each of said Constituent Entities and their respective shareholders, to merge said Constituent Entities under and pursuant to the provisions of the DGCL and F.S. with effect upon filing of the Certificate of Merger;

NOW THEREFORE, in consideration of the mutual agreements, provisions, covenants and grants herein contained, it is hereby agreed by and between the said parties hereto, and in accordance with the Acts, that UPF and UGUH are hereby merged into one company (the "Merger"), wherein UGUH shall be the surviving corporation, The separate existence of UPF shall cease.

AND the parties hereto do, by these presents, agree to and prescribe the terms and conditions of the Merger, and the mode of carrying the same into effect, which terms and conditions and mode of carrying the same into effect said parties hereto deem necessary, and the parties hereto do mutually and severally agree and covenant to observe, keep and perform, that is to say:

ARTICLE 1

UPF shall be and is hereby merged into UGUH pursuant to the DGCL with effect upon filing of the Certificate of Merger with the Delaware Secretary of State (the "Effective Time of the Merger").

ARTICLE 2

UGUH shall be the survivor of the merger (the "Survivor").

ARTICLE 3

The manner of converting the shares of common stock and interests of the Constituent Entities is as follows:

As of the Effective Time of the Merger, for each issued and outstanding share of common stock of UPF, UGUH will issue to such shareholders 102.11363736267 shares of common stock of UGUH, and the common stock of UPF shall be cancelled and no cash or other property shall be issued in exchange therefor. No changes shall be made to the issued and outstanding shares of the Survivor that were issued and outstanding immediately prior to the Effective Time of the Merger.

ARTICLE 4

4.1 The name, as amended, identity, existence, franchises, rights and immunities of UGUH shall continue unaffected and unimpaired. Survivor shall possess the powers, privileges and rights granted by and shall be governed by and subject to this Agreement.

4.2 The Certificate of Incorporation of the Survivor shall be the Amended and Restated Certificate of Incorporation of UGUH in the form attached hereto as Exhibit A. The by-laws of UGUH shall be the by-laws of the Survivor until duly changed or further amended.

4.3 The name and organization of UPF, except insofar as the same is continued by statute (or transferred to or retained by UGUH), shall cease as soon as this Agreement shall have been authorized, adopted, approved, signed, acknowledged and the Certificate of Merger is filed with the Secretary of State of Delaware as required by the DGCL.

ARTICLE 5

5.1 At any time prior to the filing of the Certificate of Merger with the Secretary of State of Delaware, this Agreement may be amended, altered or repealed and other provisions authorized by the DGCL at the time in force may be added or inserted in the manner and at the time prescribed by such statutes, and all rights at any time conferred upon the stockholders of the Constituent Entities by this Agreement are granted subject to the provisions of this Article 5.

5.2 At any time prior to the filing of the Certificate of Merger with the Secretary of State of Delaware, this Agreement may be terminated by the board of directors of either of the Constituent Entities.

ARTICLE 6

6.1 Upon the consummation of the Merger hereby provided for, each and every right, privilege, power, and franchise, and each and every other interest of each of the Constituent Entities, shall

be thereafter as fully and effectually the property of Survivor as though they were the property of each of the Constituent Entities; *provided, however,* that all rights of creditors and all liens upon any property of the parties hereto, and the title to any real estate, whether by deed or otherwise, vested in UGUH shall not revert or be in any way impaired by reason of the Merger, and shall be preserved unimpaired; and all rights of creditors, debts, liabilities and duties of UPF shall thenceforth attach to Survivor and may be enforced against it to the same extent as if said rights of creditors, debts, liabilities and duties had been incurred or contracted by Survivor.

6.2 If at any time Survivor shall deem or be advised that any further assignments, assurances in the law or other things are necessary or desirable to vest in it, according to the terms hereof, the title to any property of UPF, said UPF and/or UGUH, and their proper officers and directors, shall and will execute and do all such proper assignments, assurances in the law and other things necessary or proper to vest title to such property in and otherwise to carry out the purposes of this Agreement.

ARTICLE 7

This Agreement shall be adopted and executed by each of the Constituent Entities in accordance with the provisions of the DGCL and F.S. and shall take effect, subject to the terms of this Agreement, and shall be deemed and taken to be the agreement and act of merger of the Constituent Entities, upon the adoption thereof by the written consent given by the holders of record of the total number of outstanding shares of each of the Constituent Entities and upon the doing of such other things as are required by the DGCL and F.S.

ARTICLE 8


This Agreement has been approved by duly adopted resolutions of the board of directors and the shareholders of UPF in accordance with Section 607.1101 and Section 607.0704 of the F.S. and by the board of directors and the stockholders of UGUH in accordance with Title 8, Section 252 and Section 228(e) of the DGCL.

[Signature page to follow.]

IN WITNESS WHEREOF, the undersigned have executed this Agreement as of the day and year first written.

UGU HOLDINGS, INC.
a Delaware corporation

UNITED PREMIUM FINANCE COMPANY
a Florida corporation

By: 
Richard P. Parrillo, Sr., President

By: 
Richard P. Parrillo, Sr., Vice-President

EXHIBIT A

DE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION

AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
of
UGU HOLDINGS, INC.

ARTICLE I.

The name of the Corporation is UGU Holdings, Inc.

ARTICLE II.

The address of the Corporation's registered office in the State of Delaware is to be located at 251 Little Falls Drive, in the City of Wilmington, 19808, County of New Castle. The name of its registered agent at such address is Corporation Service Company.

ARTICLE III.

The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the General Corporation Law of the State of Delaware, as amended (the "DGCL").

ARTICLE IV.

The total number of shares which the Corporation is authorized to issue is Eighty Thousand (80,000) shares of common stock, par value \$0.01 per share (the "Common Stock"). The number of authorized shares of Common Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the stock of the Corporation entitled to vote.

ARTICLE V.

Except as otherwise provided in this Amended and Restated Certificate of Incorporation, in furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the Bylaws of the Corporation.

ARTICLE VI.

No director shall be personally liable to the Corporation or its stockholders for monetary damages for any breach of fiduciary duty by such director as a director. Notwithstanding the foregoing sentence, a director shall be liable to the extent provided by applicable law, (i) for breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) pursuant to Section 174 of the Delaware General Corporation Law or (iv) for any transaction from which the director derived an improper personal benefit. No amendment to or repeal of this Article Seventh shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

ARTICLE VII.

Any amendment, repeal or modification of this Article VII, or the adoption of any provision of this Amended and Restated Certificate of Incorporation inconsistent with this Article VII, shall not adversely affect any right or protection existing at the time of such amendment, repeal, modification or adoption.

*Signature Page to Amended and Restated Certificate of Incorporation of
UGU Holdings, Inc.*

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been
executed this ____ day of _____, 20__.

UGU HOLDINGS, INC., a Delaware corporation

By: _____
Name: Richard P. Parrillo, Sr.
Title: President