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Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
BERNWAL TRADING COMPANY, INC.**

Certificate of Status	0
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Corporate Filing Menu

Help

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**ARTICLES OF MERGER
FOR MERGING
BERNWAL OF LEE COUNTY, INC.
(a Florida corporation)
WITH AND INTO
BERNWAL TRADING COMAPNY, INC.
(a Florida Corporation)**

2021 DEC 28 AM 9:25
SECRETARY OF STATE
FLORIDA

The following Articles of Merger are submitted to merge Bernwal of Lee County, Inc., a Florida corporation and Bernwal Trading Company, Inc., a Florida corporation in accordance with Section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Document Number</u>
Bernwal Trading Company, Inc.	Florida	Corporation	P98000054724

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Document Number</u>
Bernwal of Lee County, Inc.	Florida	Corporation	P98000009892

THIRD: The Plan of Merger is attached.

FOURTH: The effective date of the Merger is December 31, 2021.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on December 28, 2021.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation on December 28, 2021.

SEVENTH: 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.

EIGHTH: Bernwal Trading Company, Inc. exists before the merger and is a domestic filing entity.

[Remainder of Page Intentionally Left Blank; Signature Page to Immediately Follow]

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The Parties have caused these Articles of Merger to be duly executed on this 28th day of December, 2021.

Bernwal Trading Company, Inc., a Florida corporation

By: 

Bernd Ringhof, Its President

Bernwal of Lee County, Inc., a Florida corporation

By: 

Bernd Ringhof, Its President

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**PLAN OF MERGER
FOR MERGING
BERNWAL OF LEE COUNTY, INC.
(a Florida corporation)
WITH AND INTO
BERNWAL TRADING COMPANY, INC.
(a Florida corporation)**

2021 DEC 28 AM 9:25
RECEIVED
CLERK OF COURT
JUDICIAL CIRCUIT IN AND FOR
LEE COUNTY, FLORIDA

This Plan of Merger dated the 28th day of December 2021, by and between Bernwal of Lee County, Inc., a Florida corporation (the "**Absorbed Corporation**") and Bernwal Trading Company, Inc., a Florida corporation (the "**Surviving Corporation**") is approved in accordance with Sections 607.1101 and 607.1103, Florida Statutes.

FIRST: The name and Jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Bernwal Trading Company, Inc.	Florida	Corporation

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Bernwal of Lee County, Inc.	Florida	Corporation

THIRD: The terms and conditions of the Merger are as follows:

On the Effective Date, Bernwal of Lee County, Inc., shall be merged with and into Bernwal Trading Company, Inc. such that Bernwal Trading Company, Inc. shall be the surviving corporation. Bernwal of Lee County, Inc. will cease to exist and will have been merged into Bernwal Trading Company, Inc. The transaction is a Type A reorganization under I.R.C. § 368(a)(1)(A) pursuant to Treas. Reg. § 1.368-2(b)(1)(ii). Pursuant to Treas. Reg. § 1.368-2(b)(1)(ii), all of the assets and liabilities of the Absorbed Corporation become the assets and liabilities of the Surviving Corporation and the Absorbed Corporation ceases its separate legal existence.

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:

At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each share of Bernwal of Lee County, Inc. common stock ("**Lee County Common Stock**"), issued and outstanding immediately prior to the Effective Date shall be changed and converted into one (1) validly issued, fully paid and non assessable share of Bernwal Trading Company, Inc. common stock ("**Trading Common Stock**"); After the Effective Date, Bernwal Trading Company, Inc. shall

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reflect in its stock ledger the number of shares of Trading Common Stock to which each shareholder of Bernwal of Lee County, Inc. is entitled pursuant to the terms hereof.

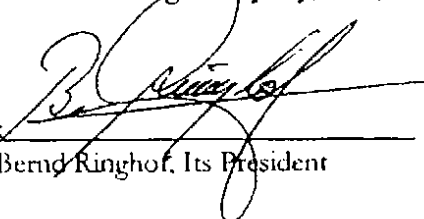
FIFTH: The Effective Date of the Merger will be December 31, 2021.

SIXTH: This Plan of Merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes.

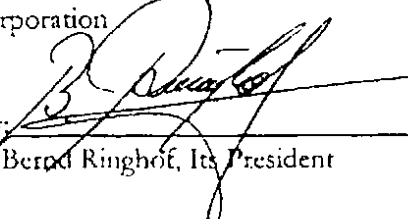
SEVENTH: The Surviving Corporation exists before the merger and is a domestic filing entity, its Articles of Incorporation shall continue in full force and effect

The Parties have caused this Plan of Merger to be duly executed on this 28th day of December, 2021.

Bernwal Trading Company, Inc., a Florida corporation

By: 
Bernd Ringhof, Its President

Bernwal of Lee County, Inc., a Florida corporation

By: 
Bernd Ringhof, Its President

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