

((H21000469971 3)))

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**P98000094124**  
Note: Please print this page and use it as a cover sheet. Type the fax audit number  
(shown below) on the top and bottom of all pages of the document.

((H21000469971 3)))



H210004699713ARCS

**Note:** DO NOT hit the REFRESH/RELOAD button on your browser from this page.  
Doing so will generate another cover sheet.

2021 DEC 28 PM 2:05

2021 DEC 28 PM 2:05

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

From:  
Account Name : MCROBERTS LAW, PLLC  
Account Number : I20180000083  
Phone : (239)351-2600  
Fax Number : (239)351-2601

\*\*Enter the email address for this business entity to be used for future  
annual report mailings. Enter only one email address please.\*\*

Email Address: mmcroberts@mcrobertstaxlaw.com

**MERGER OR SHARE EXCHANGE  
BERNWAL TRADING COMPANY, INC.**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

((H21000469971 3)))

((((H21000469971 3))))

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

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:

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

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

Name	Jurisdiction	Form/Entity Type	Document Number
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]*

((((H21000469971 3))))

((((H210004699713))))

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

2021 DEC 28 AM 9:25

SECRETARIAL  
TANIA J. HARRIS

((((H210004699713))))

((H21000469971 3)))

2021 DEC 28 PM 9:25

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

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:

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

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

Name	Jurisdiction	Form/Entity Type
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

((H21000469971 3)))

((H21000469971 3)))

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

2021 DEC 28 10:56:25

((H21000469971 3)))