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Division of Corporations

No. 1037

P99000014564

Florida Department of State
Division of Corporations
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To:

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

From:

Yvonne mendez
Account Name : GRAY ROBINSON, P.A.
Account Number : 075154001651
Phone : (321)727-8100
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eff: 1-1-18

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MERGER OR SHARE EXCHANGE
D & T Distribution, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$70.00

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TALLAHASSEE, FLORIDA

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TALLAHASSEE, FLORIDA

Mendez

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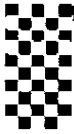
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Dec. 29. 2017 11:39AM

No. 1038 P. 1



50-617-8381

12/29/2017 9:55:03 AM PAGE 1/001 Fax Server



December 29, 2017

FLORIDA DEPARTMENT OF STATE
Division of Corporations

D & T DISTRIBUTION, INC.
P.O. BOX 411222
MELBOURNE, FL 32941

SUBJECT: D & T DISTRIBUTION, INC.
REF: P99000014564

FILE: 1-1-18

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Articles of Merger should be filed pursuant to Florida Statute 607.1105.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H17000340052
Letter Number: 017A00026339

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SECTIONS

total pages: 10

ARTICLES OF MERGER
OF
D & T DISTRIBUTION NORTHEAST INC
INTO
D & T DISTRIBUTION, INC.

FILED
17 DEC 29 PM 1:38
SECRETARY OF STATE
TALLAHASSEE FLORIDA

Pursuant to the provisions of Sections 607.1108 and 607.1109 of the Florida Business Corporation Act, as amended ("FBCA"), and Section 907 of the New York Business Corporation Law, as amended ("NYBCL"), the undersigned entities adopt the following Articles of Merger for the purpose of merging them into one of such entities:

FIRST: The names of the undersigned entities and the states under the laws of which they are respectively incorporated and organized are:

<u>Name of Entity</u>	<u>State</u>
D & T Distribution Northeast Inc	New York
D & T Distribution, Inc.	Florida

SECOND: The surviving entity is D & T Distribution, Inc. and it is to be governed by Chapter 607, *Florida Statutes*.

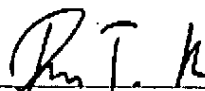
THIRD: The Plan of Merger (the "Plan of Merger") attached hereto as Exhibit A was approved by the shareholders, and adopted by the board of directors, of D & T Distribution, Inc., a Florida corporation, on December 28, 2017, in the manner prescribed by Section 607.1103 of the FBCA. Additionally, the Plan of Merger was approved by the shareholders, and adopted by the board of directors, of D & T Distribution Northeast Inc, a New York corporation, on December 28, 2017, in the manner prescribed by Section 903 of the NYBCL.

FOURTH: The effective date of the merger shall be 12:01 A.M. EST on January 1, 2018.

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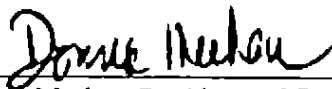
Dated: December 28, 2017

**D & T DISTRIBUTION NORTHEAST
INC.**, a New York corporation

A handwritten signature in black ink, appearing to read "R. T. Meehan", written over a horizontal line.

Ryan Meehan, President and Secretary

D & T DISTRIBUTION, INC., a Florida
corporation

A handwritten signature in black ink, appearing to read "Donna Meehan", written over a horizontal line.

Donna Meehan, President and Secretary

Dec. 29. 2017 11:40AM

No. 1030 P. 4

Exhibit A
Plan of Merger

See attached.

Dec. 29. 2017 11:40AM

No. 1038 P. 5

PLAN OF MERGER

BY AND BETWEEN

D & T DISTRIBUTION NORTHEAST INC,

AND

D & T DISTRIBUTION, INC.

DECEMBER 28, 2017

PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan") is made as of December 28, 2017, by **D & T DISTRIBUTION NORTHEAST INC.**, a New York corporation ("**D&T Northeast**"), and **D & T DISTRIBUTION, INC.**, a Florida corporation ("**D&T Florida**"). Certain capitalized terms used in this Plan are defined elsewhere in this Plan.

RECITALS

- A. Donna Meehan and Tim Meehan, tenants by the entireties, are the sole shareholders of D&T Florida and, as of the date hereof, they own 100 shares of D&T Florida voting common stock, no par value per share.
- B. Ryan Meehan is the sole shareholder of D&T Northeast and he owns 100 shares of D&T Northeast common stock, no par value per share.
- C. The board of directors of D&T Florida has determined that the transactions described herein are advisable and in the best interests of D&T Florida and the shareholders thereof and the shareholders have approved and adopted this Plan in accordance with Section 607.1103 of the FBCA.
- D. The board of directors of D&T Northeast has determined that the transactions described herein are advisable and in the best interests of D&T Northeast and the shareholders thereof and the shareholders have approved and adopted this Plan in accordance with Section 903 of the NYBCL.
- E. This Plan provides for the acquisition of D&T Northeast by D&T Florida pursuant to the merger of D&T Northeast with and into D&T Florida with D&T Florida as the Surviving Entity (as hereinafter defined). At the effective time of such merger, the outstanding common stock in D&T Northeast shall be converted into the right to receive the consideration provided herein.
- F. The parties intend, by executing this Plan, to adopt a plan of reorganization within the meaning of Section 354(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code"), and to cause the Merger to qualify as a "reorganization" under the provisions of Section 368(a) of the Code.

I.

DEFINITIONS

Certain Definitions. Each of the following terms shall have the meaning given such terms as set forth in the Section of this Plan set forth below opposite such term:

<u>Defined Term</u>	<u>Section</u>
Articles of Merger	2.03
Code	Recitals
Closing	2.02
Closing Date	2.02
Effective Time	2.03

<u>Defined Term</u>	<u>Section</u>
D&T Northeast	Preamble
Plan	Preamble
D&T Florida	Preamble
Surviving Entity	2.01

Additional Definitions. The following terms, when used in this Plan, shall have the meanings set forth below:

"Capital Securities" means the outstanding shares of common stock of a Constituent Entity.

"Constituent Entity" means each of D&T Florida and D&T Northeast.

"FBCA" means the Florida Business Corporation Act, Title XXXVI, Chapter 607 of Florida Statutes.

"NYBCL" means the New York Business Corporation Law, Chapter 4 of the Consolidated Laws of the State of New York.

"Person" means an individual, firm, corporation (including any non-profit corporation), partnership, limited liability company, joint venture, association, trust, Governmental Authority or other entity or organization.

Rules of Construction. This Plan shall be construed in accordance with the following rules of construction:

- (a) the terms defined in this Plan include the plural as well as the singular;
- (b) all references in the Plan to designated "Articles," "Sections" and other subdivisions are to the designated Articles, Sections and other subdivisions of the body of this Plan;
- (c) pronouns of either gender or neuter shall include, as appropriate, the other pronoun forms;
- (d) the words "herein," "hereof" and "hereunder" and other words of similar import refer to this Plan as a whole and not to any particular Article, Section or other subdivision; and
- (e) the words "includes" and "including" are not limiting.

II.

TRANSACTIONS AND TERMS OF MERGER

Merger. At the Effective Time, D&T Northeast shall be merged with and into D&T Florida in accordance with the provisions of Section 607.1108 of the FBCA and Section 907 of the NYBCL and with the effects provided in Section 607.11101 of the FBCA and Section 906 of the NYBCL (the "Merger"). D&T Florida shall be the surviving entity (the "Surviving Entity") resulting from the

Merger and shall continue to be governed by the Laws of the State of Florida. As a result of the Merger, the separate existence of D&T Northeast will cease.

Closing. The closing of the transaction (the "**Closing**") shall take place at the offices of GrayRobinson, P.A. at 1795 W. Nasa Blvd., Melbourne, FL 32901 as soon as practicable unless another date or place is agreed to in writing by the parties hereto. The date on which the Closing actually occurs is hereinafter referred to as the "**Closing Date**."

Effective Time. On the Closing Date, the Surviving Entity will cause the articles of merger to which this Plan is attached (the "**Articles of Merger**") to be filed with the Department of State of the State of Florida in accordance with the provisions of Section 607.1109 of the FBCA. The Merger shall become effective at 12:01 A.M. EST on January 1, 2018 in accordance with Section 607.1109 of the FBCA (the "**Effective Time**").

Surviving Entity Governing Instruments, Managers and Officers.

(a) At the Effective Time, (i) the articles of incorporation of D&T Florida as in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Entity until thereafter changed or amended as provided therein or by applicable Law, and (ii) the bylaws of D&T Florida, as in effect immediately prior to the Effective Time, shall be the bylaws of the Surviving Entity until thereafter changed or amended as provided therein or by applicable Law.

(b) The directors of D&T Florida in office immediately prior to the Effective Time, along with Ryan Meehan, shall serve as the directors of the Surviving Entity from and after the Effective Time in accordance with the articles of incorporation and bylaws of the Surviving Entity.

(c) The officers of D&T Florida in office immediately prior to the Effective Time shall remain in office and, at the Effective Time, Ryan Meehan shall be immediately and automatically appointed to the office of Vice President, and such officers shall serve as the officers of the Surviving Entity from and after the Effective Time.

Treatment of Capital Securities. Subject to the provisions of this Article II, at the Effective Time, by virtue of the Merger and without any action on the part of D&T Florida or D&T Northeast (or any other person or entity), the Capital Securities of the Constituent Entities shall be converted as follows:

(d) Each share of D&T Northeast common stock issued and outstanding immediately prior to the Effective Time shall be cancelled and converted into the right to receive 50 shares of D&T Florida non-voting common stock.

(e) Each share of D&T Florida common stock issued and outstanding immediately prior to the Effective Time shall be cancelled and converted into the right to receive 50 shares of D&T Florida voting common stock.

(f) The board of directors of D&T Northeast have determined that the shareholders are not entitled to assert appraisal rights under the NYBCL.

Tax Consequences. It is intended by the parties hereto that the Merger shall constitute a "reorganization" within the meaning of Section 368(a) of the Code and the issuance of the additional shares of D&T Florida common stock shall constitute a "recapitalization" within the meaning of Section 368(a) of the Code. Each of the parties hereto shall report the Merger and the issuance of the additional shares for federal and state income tax purposes in a manner consistent with such characterization,

including the filing of the statement required by Treasury Regulation Section 1.368-3, to the extent permitted by law.

III.

MISCELLANEOUS PROVISIONS

Amendment and Modifications. This Plan may be amended, modified and supplemented by mutual written consent of the board of directors of D&T Florida and the board of directors of D&T Northeast in accordance with applicable Law.

Notices. All notices, requests, demands and other communications required or permitted hereunder or by applicable Law shall be in writing addressed to:

(a) D&T Northeast: D & T Distribution Northeast Inc
43-10 Crescent Street
#3908
Long Island City, NY 11101
Attn: Ryan Meehan, President

(b) D&T Florida: D & T Distribution, Inc.
5136 Commercial Drive
Suite O
Melbourne, FL 32940
Attn: Donna Meehan, President

With a copy to: GrayRobinson, P.A.
1795 W. Nasa Blvd.
Melbourne, Florida 32901
Attn: Bradley F. White, Esq.

Headings. The headings of the Sections and Articles of this Plan are inserted for convenience only and shall not constitute a part hereof or affect in any way the meaning or interpretation of this Plan.

Third Parties. Except as specifically set forth or referred to herein, nothing herein expressed or implied is intended or shall be construed to confer upon or give to any Person other than the parties hereto or their successors and assigns any rights or remedies under or by reason of this Plan.

Calendar Days. All references to days shall be deemed to refer to calendar days unless this Plan specifically refers to "business days," in which event Saturdays, Sundays, and federal holidays shall be excluded.

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IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed as of the day and year first above written. The execution of this Plan by the parties constitutes an adoption of this Plan within the meaning of Section 607.1103 of the FBCA and Section 903 of the NYBCL.

D&T Florida:

D & T Distribution, Inc., a Florida corporation


Donna Meehan, President

D&T Northeast:

D & T Distribution Northeast Inc, a New York corporation


Ryan Meehan, President