

490721

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

From:  
Account Name : MILAM HOWARD, ET.AL.  
Account Number : 120000000206  
Phone : (904)357-3660  
Fax Number : (904)357-3661

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Email Address: AHoward@milamhoward.com

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MERGER OR SHARE EXCHANGE  
BECKER & POLIAKOFF, P.A.

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Help

**From:** Jennifer Cruz  
**Sent:** Thursday, October 27, 2022 3:22 PM  
**To:** [AmendmentsCorpHelp@DOS.MyFlorida.com](mailto:AmendmentsCorpHelp@DOS.MyFlorida.com)  
**Subject:** Becker & Poliakoff, P.A. - Rejected filing of Merger Fax Audit #H22000360671 Letter Number: 222A00023617

In response to your rejection letter, I hereby advise the following and request you reconsider the filing based on the following:

This is a merger of a parent into a subsidiary. The subsidiary does NOT have to sign the articles of merger. See highlighted language below:

**607.1104 Merger between parent and subsidiary or between subsidiaries. –**

(1)(a) A domestic or foreign parent eligible entity that owns shares of a domestic corporation which carry at least 80 percent of the voting power of each class and series of the outstanding shares of the subsidiary may:

1. Merge the subsidiary into itself, if it is a domestic or foreign eligible entity, or into another domestic or foreign eligible entity in which the parent eligible entity owns at least 80 percent of the voting power of each class and series of the outstanding shares or eligible interests that have voting power; or
2. Merge itself, if it is a domestic or foreign eligible entity, into such subsidiary.

(b) Mergers under subparagraphs (a)1. and 2. do not require the approval of the board of directors or shareholders of the subsidiary unless the articles of incorporation or organic rules of the parent eligible entity or the articles of incorporation of the subsidiary otherwise provide. Section 607.1103(9) applies to a merger under this section. **The articles of merger relating to a merger under this section do not need to be signed by the subsidiary.**

We request you process the requested Articles of Merger. Please let contact me if you have any questions.

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 2022 OCT 19 PM 12:19  
 TALLAHASSEE, FL



October 20, 2022

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

BECKER & POLIAKOFF, P.A.  
1 EAST BROWARD BLVD #1800  
FT LAUDERDALE, FL 33301US

SUBJECT: BECKER & POLIAKOFF, P.A.  
REF: 490721

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.

The articles of merger must be signed by both parties merging.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Tammi Cline FAX Aud. #: H22000360671  
Regulatory Specialist II Supervisor Letter Number: 222A00023617

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**ARTICLES OF MERGER OF**

**BECKER LAWYERS, P.A.**  
Document No. P22000001791

**WITH AND INTO**

**BECKER & POLIAKOFF, P.A.**  
Document No. 490721

Pursuant to Sections 607.1101 and 607.1104 of the Florida Business Corporation Act (the "Act"), the following Articles of Merger are adopted between Becker Lawyers, P.A., a Florida professional corporation ("Parent"), and Becker & Poliakoff, P.A., a Florida professional corporation and wholly-owned subsidiary of Parent ("Subsidiary").

1. The effective date of the merger is the date of filing of these Articles of Merger with the Secretary of State of the State of Florida.
2. The Subsidiary shall be the surviving corporation. The Articles of Incorporation and Bylaws of the Subsidiary shall be the Articles of Incorporation and Bylaws of the surviving corporation.
3. The Plan of Merger was duly adopted, approved, certified, executed and acknowledged by Parent. Pursuant to Section 607.1104(1)(a) of the Florida Business Corporation Act, approval of the Plan of Merger by the shareholders and board of directors of Subsidiary is not required.
4. The Plan of Merger is on file at the principal office of the surviving corporation.

IN WITNESS WHEREOF, the undersigned has caused these Articles of Merger to be executed by its duly authorized officer this 20<sup>th</sup> day of October, 2022.

**BECKER LAWYERS, P.A.**  
A Florida professional corporation

By:   
Gary Rosen, President

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CLERK OF DISTRICT COURT  
JUDICIAL CIRCUIT IN AND FOR THE SEVENTH JUDICIAL CIRCUIT  
TALLAHASSEE, FLORIDA