

K10176
 Florida Department of State
 Division of Corporations
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**MERGER OR SHARE EXCHANGE
 S.F.A., INC.**

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SECRETARY OF STATE
FALL WASSERMAN BUILDING
TALLAHASSEE, FLORIDA

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January 3, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

S.F.A., INC.
2200 BUTTS ROAD, SUITE 300
BOCA RATON, FL 33431

SUBJECT: S.F.A., INC.
REF: K10175

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

This document was received in our office on 12/30/19. So therefore, you cannot sign the document as 12/31/19. You will need to change the date to read 12/30/19. You can email the document back to me at Diane.Cushing@dos.myflorida.com and I will honor the 30th file date.

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.

Diane Cushing
Senior Section Administrator

FAX Aud. #: H19000372776
Letter Number: 820A00000150

ARTICLES OF MERGER
OF
SCHMIER & FEURRING HOLDINGS, INC.
(a Florida for-profit corporation)
WITH AND INTO
S.F.A., INC.
(a Florida for-profit corporation)

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The following ARTICLES OF MERGER are submitted to merge the following two Florida corporations in accordance with Sections 607.1101 – 607.1107 of the Florida Statutes.

1. The exact names, forms / entity types, and jurisdictions for each merging party are as follows:

- (a) Schmier & Feurring Holdings, Inc., a Florida corporation (the “*Disappearing Entity*”);
and
- (b) S.F.A., Inc., a Florida corporation (the “*Surviving Entity*”).

2. Attached hereto as Exhibit A is a copy of the agreement and plan of merger (the “*Agreement and Plan of Merger*”), dated effective as of December 31, 2019, by and between the Surviving Entity and the Disappearing Entity, setting forth the plan of merger whereby the Disappearing Entity will merge with and into the Surviving Entity.

3. The Agreement and Plan of Merger was approved, ratified and adopted by the shareholders and directors of the Disappearing Entity by unanimous written consent on December 30, 2019, in accordance with the applicable provisions of Florida law.

4. The Agreement and Plan of Merger was approved, ratified and adopted by the shareholders and directors of the Surviving Entity by unanimous written consent on December 30, 2019, in accordance with the applicable provisions of Florida law.

5. The Surviving Entity is a domestic Florida entity. The principal office address of the Surviving Entity is 2200 Butts Road, Suite # 300, Boca Raton, FL 33431.

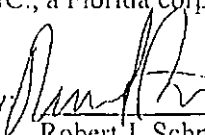
6. The merger shall become effective as of 11:59 PM on December 31, 2019.

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IN WITNESS WHEREOF, the parties hereto have duly executed and delivered these Articles of Merger as of December 30, 2019.

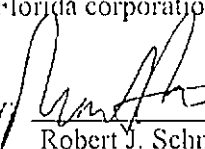
DISAPPEARING ENTITY:

SCHMIER & FEURRING HOLDINGS,
INC., a Florida corporation

By: 
Robert J. Schmier, President

SURVIVING ENTITY:

S.F.A., INC.,
a Florida corporation

By: 
Robert J. Schmier, President

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Ⓢ

EXHIBIT A

[AGREEMENT AND PLAN OF MERGER]

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FALL AND SPRING DIVISION



AGREEMENT AND PLAN OF MERGER
OF
SCHMIER & FEURRING HOLDINGS, INC.
(a Florida for-profit corporation)
WITH AND INTO
S.F.A., INC.
(a Florida for-profit corporation)

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This AGREEMENT AND PLAN OF MERGER (this "*Agreement*") is entered into and made effective as of the 31st day of December, 2019, by and between SCHMIER & FEURRING HOLDINGS, INC., a Florida corporation (the "*Disappearing Entity*"), and S.F.A., INC., a Florida corporation (the "*Surviving Entity*").

BACKGROUND

WHEREAS, the shareholders, directors and officers of the Disappearing Entity, and also the shareholders, directors and officers of the Surviving Entity, have determined that the transactions described in this Agreement are in the best interests of the parties hereto and have approved the transactions outlined and described in this Agreement.

NOW, THEREFORE, in consideration of the mutual promises, agreements, obligations, representations, warranties and covenants herein contained, the parties agree as follows:

PLAN OF MERGER

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the provisions of Chapter 607 of the Florida Statutes, at the Effective Time (as defined below) of the merger, the Disappearing Entity shall be merged with and into the Surviving Entity (the "*Merger*"). As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease, and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and Surviving Entity are collectively the "*Constituent Entities*".
2. The Merger shall become effective as of 11:59 PM on December 31, 2019 (the "*Effective Time*"), regardless of and irrespective to the date and time of filing any documents or instruments with the Florida Department of State, Division of Corporations.
3. The Articles of Incorporation of the Surviving Entity, as in effect on December 31, 2019, shall be the Articles of Incorporation governing and controlling the Surviving Entity after the Effective Time.
4. The principal office address of the Surviving Entity is 2200 Butts Road, Suite # 300, Boca Raton, FL 33431.

5. As of the Effective Time, by virtue of the Merger, and without any action on the part of the shareholders, directors, officers or managers of the Constituent Entities, the shares of stock of the Disappearing Entity (which are issued and outstanding immediately prior to the Effective Time) will be automatically cancelled and redeemed, and the Surviving Entity will not issue any new shares of stock due to the Merger.

6. Immediately prior to the Effective Time, the shareholders of the Constituent Entities are the exact same persons, and these shareholders own the exact same percentages of stock within the Constituent Entities. Consequently, the Merger does not alter or modify the ownership or stock percentages of the Surviving Entity after the Effective Time.

7. The legal consideration for the Merger is the express agreement that the shareholders of both the Surviving Entity and the Disappearing Entity will own and hold the same percentages of stock after completion of the Merger that they owned and held prior to completion of the Merger; and thus, there is no need or desire for the Surviving Entity to issue any new shares of stock pursuant to the Merger.

8. The Constituent Entities, including all their shareholders, directors and officers, intend for the Merger to be a tax-free reorganization pursuant to Section 368(a)(1)(A) of the U.S. Internal Revenue Code and the U.S. Treasury Regulations promulgated thereunder.

9. The Surviving Entity shall possess and retain every interest in all assets and properties, of every kind, type and description, of the Constituent Entities. The rights, benefits, privileges, immunities, powers, franchises and authority, of a public and private kind and nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to, and any interest in, all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

10. All obligations, liabilities and debts belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable and responsible for all of the obligations, liabilities and debts of each of the Constituent Entities existing as of the Effective Time.

11. Notwithstanding anything herein to the contrary, this Agreement may be rescinded, cancelled or terminated, and the Merger may be halted or abandoned, at any time prior to the Effective Time by mutual agreement evidenced by written resolutions of the shareholders, directors and officers of the Constituent Entities. If the Articles of Merger have been filed prior to the halting or abandonment of the Merger, for any reason, either party may execute and file an appropriate certificate or instrument with the Florida Department of State, Division of Corporations in order to immediately halt or abandon the Merger.

12. This Agreement may not be amended, modified, supplemented or restated, except by a writing executed by all of the parties hereto.

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TALLAHASSEE, FL

13. This Agreement shall be binding upon, and shall inure to the benefit of, the parties hereto and their respective successors and assigns.

14. This Agreement shall be construed in accordance with, and governed by, the laws of the State of Florida, without resort to choice of law principles.

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TALLAHASSEE, FLORIDA



IN WITNESS WHEREOF, the parties hereto have duly executed and delivered this Agreement as of December 30, 2019.

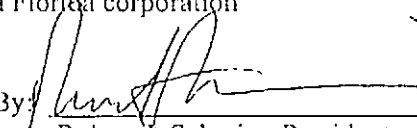
DISAPPEARING ENTITY:

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INC., a Florida corporation

By: 
Robert J. Schmier, President

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S.F.A., INC.,
a Florida corporation

By: 
Robert J. Schmier, President

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