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(Business Entity Name)

(Document Number)

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TALLAHASSEE FLORIDA

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Merger

**CORPORATE  
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- CERTIFIED COPY** \_\_\_\_\_
- PHOTOCOPY** \_\_\_\_\_
- CUS** \_\_\_\_\_
- FILING** MERGER \_\_\_\_\_

1. **WORKSHOP 114, INC.**  
(CORPORATE NAME AND DOCUMENT #) \_\_\_\_\_
2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
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(CORPORATE NAME AND DOCUMENT #)
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(CORPORATE NAME AND DOCUMENT #)

**SPECIAL INSTRUCTIONS:** \_\_\_\_\_  
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**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Workshop 114, Inc.	New York	Corporation

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 CLERK OF STATE  
 TREASURY DEPARTMENT

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Workshop 114, Inc.	Florida	Corporation

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**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2017

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

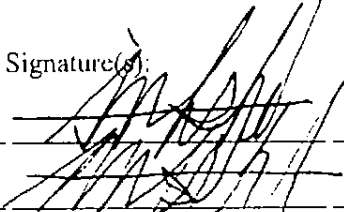
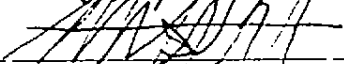
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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Workshop 114, Inc. (New York)</u>		<u>Sonia Kashuk</u>
<u>Workshop 114, Inc. (Florida)</u>		<u>Sonia Kashuk</u>
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

**PLAN OF MERGER**

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
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PLEASE SEE ATTACHED AGREEMENT AND PLAN OF MERGER

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
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**THIRD:** The terms and conditions of the merger are as follows:

*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

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*(Attach additional sheet if necessary)*

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

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*(Attach additional sheet if necessary)*



**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

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*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

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*(Attach additional sheet if necessary)*

**AGREEMENT AND PLAN OF MERGER OF  
WORKSHOP 114, INC., A NEW YORK CORPORATION  
WITH AND INTO  
WORKSHOP 114, INC., A FLORIDA CORPORATION**

**THIS AGREEMENT AND PLAN OF MERGER** (this "Plan of Merger"), is entered into as of the 20 day of December, 2017, by and between Workshop 114, Inc., a New York corporation ("WS NY"), and Workshop 114, Inc., a Florida corporation ("WS Florida").

**WHEREAS**, WS NY and WS Florida desire that WS NY should be merged with and into WS Florida, with WS Florida thereafter to be possessed of all the estate, property, rights, privileges and franchises of WS NY.

**THEREFORE**, WS NY and WS Florida agree as follows:

1. As soon as practicable after the adoption of this Plan of Merger, appropriate documents shall be filed in the offices of the Secretary of State of New York and the Department of State of Florida to effectuate the Merger contemplated hereby. The term "Effective Time" as used herein shall mean 12:01 A.M. on December 31, 2017.

2. At the Effective Time, WS NY shall be merged with and into WS Florida, and the separate corporate existence of WS NY shall cease (such transaction, the "Merger"). WS Florida shall be the surviving entity, shall continue as a Florida corporation, and it shall continue to be governed by the laws of the State of Florida. (WS Florida, in such capacity, may be referred to as the "Surviving Entity".)

3. The Articles of Incorporation of WS Florida shall continue as the Articles of Incorporation of the Surviving Entity.

4. The By-Laws of WS Florida in effect immediately prior to the Effective Time shall be the By-Laws of the Surviving Entity. The officers and directors of WS NY holding office immediately prior to the Effective Time shall terminate their respective positions as officers and directors of WS NY.

5. The manner and basis for converting the interests, shares, obligations, or other securities of the capital stock of WS NY and the interests, shares, obligations, or other securities of the capital stock of WS Florida shall be as follows:

(a) Each share of common stock of WS NY, whether certificated or uncertificated, that is issued and outstanding prior to the Effective Time shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and no consideration or distribution shall be deliverable with respect thereto; and

(b) Each share of common stock of WS NY authorized, but not issued immediately prior to the Effective Time, if any, shall not be deemed to be outstanding and automatically shall, by virtue of the Merger, be canceled and retired and no consideration or distribution shall be deliverable with respect thereto; and

(c) As the shares of stock of WS NY and WS Florida are owned by the same shareholder of each company, each share of common stock of WS Florida that is issued and outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without further action, remain as the issued and outstanding common stock of the Surviving Entity.

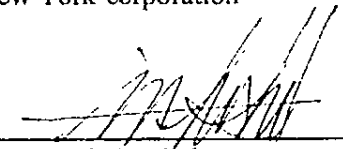
6. The Plan of Merger may be amended for any reason at any time prior to the filing of (a) the Certificate of Merger with the New York Secretary of State and (b) the Articles of Merger with the Department of State of Florida, by the Board of Directors of WS NY and the Board of Directors of WS Florida.

7. The officers of WS NY and WS Florida shall: (a) make and execute, under the name and authority of their respective business entities, Certificate of Merger under the New York Business Corporation Act and Articles of Merger under the Florida Business Corporation Act and (b) file the same in the offices of the Secretary of State of New York and Department of State of Florida.

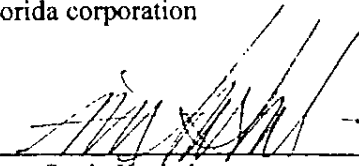
8. The officers of WS NY and WS Florida shall do all acts and things whatsoever, whether within or without the States of New York or Florida, which may be in any way necessary or proper to effect said Merger.

**IN WITNESS WHEREOF**, WS NY and WS Florida have caused this Plan of Merger to be signed and attested by their respective officers, as indicated below, as of the date first written above.

WORKSHOP 114, INC.,  
a New York corporation

By:   
\_\_\_\_\_  
Sonia Kashuk  
Its President and Secretary

WORKSHOP 114, INC.,  
a Florida corporation

By:   
\_\_\_\_\_  
Sonia Kashuk,  
Its President and Secretary