

330784

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(Business Entity Name)

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**CORPORATE
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Merger

1.

BAER'S FURNITURE CO, INC.

(CORPORATE NAME AND DOCUMENT #)

2.

(CORPORATE NAME AND DOCUMENT #)

3.

(CORPORATE NAME AND DOCUMENT #)

4.

(CORPORATE NAME AND DOCUMENT #)

5.

(CORPORATE NAME AND DOCUMENT #)

6.

(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 29, 2018

CORPORATE ACCESS, INC.
236 EAST 6TH AVENUE
TALLAHASSEE, FL 32303

SUBJECT: BAER'S FURNITURE CO., INC.
Ref. Number: 330784

Corrected

We have received your document for BAER'S FURNITURE CO., INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 318A00006345

RECEIVED
DEPARTMENT OF STATE
18 MAR 30 AM 11:00

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BAER'S FURNITURE CO., INC.

Name of Surviving Party

Please return all correspondence concerning this matter to:

JOSEPH L. SCHWARTZ, ESQUIRE

Contact Person

BOIES SCHILLER FLEXNER LLP

Firm/Company

2435 HOLLYWOOD BLVD.

Address

HOLLYWOOD, FLORIDA 33020

City, State and Zip Code

JSCHWARTZ@BSFLLP.COM

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOSEPH L. SCHWARTZ, ESQUIRE

at (954) 924-0300

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

FILED
2019 FEB 28 PM 2:44
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

**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>
BAER'S FURNITURE CO., INC.	FLORIDA	CORPORATION
J.A.B. SHOPPING CENTER II, LLC	FLORIDA	LIMITED LIABILITY CO

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>
BAER'S FURNITURE CO., INC.	FLORIDA	CORPORATION

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:

Date of filing _____

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:

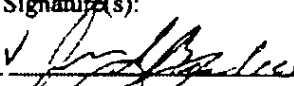

N/A

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:
BAER'S FURNITURE CO., INC.		JEROME I. BAER, Pres.
J.A.B. SHOPPING CENTER II, LLC		LAURANCE E. BAER, Manager

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>
BAER'S FURNITURE CO., INC.	FLORIDA	CORPORATION
J.A.B. SHOPPING CENTER II, LLC	FLORIDA	LIMITED LIABILITY CO

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>
BAER'S FURNITURE CO., INC.	FLORIDA	CORPORATION

THIRD: The terms and conditions of the merger are as follows:

SEE ATTACHED

(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:

SEE ATTACHED

(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:

SEE ATTACHED

(Attach additional sheet if necessary)

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

N/A

(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:

N/A

(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:

NONE

(Attach additional sheet if necessary)

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

SEE ATTACHED

(Attach additional sheet if necessary)

PLAN OF MERGER
BETWEEN BAER'S FURNITURE CO., INC., a Florida corporation
AND J.A.B. SHOPPING CENTER II, LLC, a Florida limited liability company

BAER'S FURNITURE CO., INC., a Florida corporation, and J.A.B. SHOPPING CENTER II, LLC, a Florida limited liability company, do hereby adopt the foregoing Plan of Merger:

1. The parties to this Plan of Merger are Baer's Furniture Co., Inc., a corporation duly organized under the laws of the State of Florida and J.A.B. Shopping Center II, LLC, a limited liability company duly organized and existing under the laws of the State of Florida.
2. The surviving business entity shall be Baer's Furniture Co., Inc., whose mailing address and street address is 1589 N.W. 12th Avenue, Pompano Beach, Florida 33069.
3. The Merger provided for herein shall become effective as of the close of business on the day that Articles of Merger are executed on behalf of Baer's Furniture Co., Inc., a Florida Corporation and J.A.B. Shopping Center II, LLC, a Florida limited liability company.
4. On the Effective Date of the Merger, all of the property, rights, privileges and franchises, of whatsoever nature and description of J.A.B. Shopping Center II, LLC, shall be transferred to, vested in and shall evolve upon Baer's Furniture Co., Inc., without further act or deed; and all property rights, privileges and franchises shall be the property of Baer's Furniture Co., Inc.
5. On the Effective Date of the Merger, each membership interest in J.A.B. Shopping Center II, LLC shall be cancelled and all rights in respect thereof shall cease. Each stockholder of Baer's Furniture Co., Inc. shall have and retain the percentage of ownership that he or she had immediately prior to the merger.
6. The business and affairs of Baer's Furniture Co., Inc. shall be managed and all decisions shall be made by the Directors and Stockholders of Baer's Furniture Co., Inc.

Dated this 28 day of March, 2018.

(SIGNATURE PAGE FOLLOWS)

BAER'S FURNITURE CO., INC.,
A Florida Corporation

By: 
Jerome I. Baer, President

J.A.B. SHOPPING CENTER II, LLC,
a Florida limited liability company

By: 
Laurance E. Baer, Manager