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C. CARROTHERS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** City Furniture, Inc.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Gavin S. Banta, Esq.

Contact Person

Angelo & Banta, P.A.

Firm/Company

515 East Las Olas Boulevard, Suite 850

Address

Fort Lauderdale, Florida 33301

City, State and Zip Code

gsb@angelolaw.com

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

For further information concerning this matter, please call:

Zachary Bazara at ( 954 ) 766-9930

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

**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

**ARTICLES OF MERGER  
FOR  
CF FORT MYERS, LLC  
a Florida limited liability company  
INTO  
CITY FURNITURE, INC.,  
a Florida corporation**

The following Articles of Merger are submitted to merge CF Fort Myers, LLC, a Florida limited liability company (the "Merging Entity") into City Furniture, Inc., a Florida corporation (the "Surviving Entity") in accordance with s. 607.1109 and 605.1025, Florida Statutes.

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

CF Fort Myers, LLC, a Florida limited liability company  
City Furniture, Inc., a Florida corporation.

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

City Furniture, Inc., a Florida corporation.

**THIRD**: The attached plan of merger was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608 and 605, Florida Statutes.

**FOURTH**: The effective date of the merger shall be October 14, 2014.

**CITY FURNITURE, INC.,**  
a Florida corporation

By:   
Keith Koneig, President

**CF FORT MYERS, LLC,**  
a Florida limited liability company  
By: CITY FURNITURE, INC.,  
a Florida corporation,  
Its: sole Managing Member

By:   
Keith Koneig, President

## PLAN OF MERGER

Merger between City Furniture, Inc., a Florida corporation ("City Furniture") and CF Fort Myers, LLC, a Florida limited liability company ("CF Fort Myers"), a wholly-owned subsidiary of City Furniture (collectively the "Constituent Entities"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 et seq. of the Florida Business Corporation Act, §§608.401 et seq. of the Florida Limited Liability Company Act, and §§ 605.0101 et seq. of the Revised Florida Limited Liability Act (collectively, the "Acts").

1. Articles of Incorporation. The Articles of Incorporation of City Furniture, as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date"), shall, without any changes, be the Articles of Incorporation of City Furniture from and after the Effective Date until further amended as permitted by law.

2. Terms of Transaction for Constituent Entities. On the Effective Date, all of CF Fort Myers' membership interests that shall be issued and outstanding at that time shall, by virtue of the Merger and without any action on the part of City Furniture, be canceled simultaneously with the effectiveness of the Merger. Each share of City Furniture's common stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of City Furniture's common stock.

3. Effect of Merger. On the Effective Date, the separate existence of CF Fort Myers shall cease, and City Furniture shall be fully vested in CF Fort Myers' rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.11101 of the Acts.

4. Supplemental Action. If at any time after the Effective Date, City Furniture shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers and managing member of City Furniture or CF Fort Myers, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of City Furniture, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in City Furniture, or to otherwise carry out the provisions of this Plan.

5. Filing with the Florida Secretary of State and Effective Date. CF Fort Myers and City Furniture shall cause their respective officers and managing member to execute Articles of Merger and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by City Furniture to the Florida Secretary of State. In accordance with §607.1109(1)(b) of the Acts, the Articles of Merger shall specify the "Effective Date," which shall be October 14, 2014.

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the shareholders or member of which are, entitled to the benefit thereof by action taken by the Director or managing member of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders and members of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

7. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Director of City Furniture and managing member of CF Fort Myers, notwithstanding favorable action by the shareholders and members, respectively, of the respective Constituent Entities.

**[Signature Page Follows]**

IN WITNESS WHEREOF, the parties have set their hands on October 14 2014.

**CF FORT MYERS, LLC**, a Florida  
limited liability company

By: City Furniture, Inc., a Florida  
corporation, its sole Managing  
Member

By:   
Keith Koenig, President

**CITY FURNITURE, INC.**, a Florida  
corporation

By:   
Keith Koenig, President