

624517

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MERGER OR SHARE EXCHANGE

V.F. Academy, Inc.

Certificate of Status	1
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ARTICLES OF MERGER
of
V.F. NEW ACADEMY, INC., P10 - 34214
a Florida corporation
and
ACADEMY PARTNERS, GP 15 - 1095
a Florida general partnership
and
V.F. ACADEMY, INC., 624517
a Florida corporation

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Pursuant to the provisions of the Florida Business Corporation Act and the Revised Uniform Partnership Act of 1995 governing the merger of Florida entities, the entities hereinafter named do hereby adopt the following Articles of Merger:

1. The names of the merging entities are **V.F. NEW ACADEMY, INC.**, which is a corporation organized under the laws of the State of Florida ("VFNA"); and **ACADEMY PARTNERS**, which is a general partnership organized under the laws of the State of Florida ("AP," and together with VFNA, the "Disappearing Entities"), the existence of each of which will cease.
2. The surviving corporation will be **V.F. ACADEMY, INC.** (the "Surviving Entity"); which is a corporation organized under the laws of the State of Florida.
3. The Agreement and Plan of Merger for merging the Disappearing Entities with and into the Surviving Entity is attached hereto as Exhibit "A".
4. This merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.
5. The Agreement and Plan of Merger was approved and adopted by: (i) the Board of Directors and Shareholders of VFNA, and (ii) the partners of AP, in each case, by written consents dated April 3, 2019.
6. The Agreement and Plan of Merger was approved and adopted by the Board of Directors and Shareholders of the Surviving Entity, by written consents dated April 3, 2019.
7. The Agreement and Plan of Merger was approved by each of the parties thereto in accordance with the applicable provisions of Chapters 607 and 620, Florida Statutes.
8. The Surviving Entity will continue to exist under the name "**V.F. ACADEMY, INC.**" pursuant to the provisions of the laws of the State of Florida.

(Signatures appear on the following page)

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(Signature page to Articles of Merger)

VFNA:

V.F. NEW ACADEMY, INC., a Florida corporation

By: 
Derick Pomerantz, President

AP:

ACADEMY PARTNERS,
a Florida general partnership

By: V.F. Academy, Inc., a Florida corporation
General Partner

By: 
Derick Pomerantz, President

PARTNERS OF AP:

V.F. ACADEMY, INC., a Florida corporation

By: 
Derick Pomerantz, President

V.F. NEW ACADEMY, INC., a Florida corporation

By: 
Derick Pomerantz, President

SURVIVING ENTITY:

V.F. ACADEMY, INC., a Florida corporation

By: 
Derick Pomerantz, President

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EXHIBIT "A"

**AGREEMENT AND PLAN OF MERGER
OF
V.F. NEW ACADEMY, INC.,
a Florida corporation
and
ACADEMY PARTNERS,
a Florida general partnership
and
V.F. ACADEMY, INC.,
a Florida corporation**

THIS AGREEMENT AND PLAN OF MERGER by and among **V.F. NEW ACADEMY, INC.**, which is a corporation organized under the laws of the State of Florida ("VFNA"); **ACADEMY PARTNERS**, which is a general partnership organized under the laws of the State of Florida ("AP," and together with VFNA, the "Disappearing Entities"); and **V.F. ACADEMY, INC.** (the "Surviving Entity"), which is a corporation organized under the laws of the State of Florida, as approved by the shareholders and directors of VFNA and the Surviving Entity and by the partners of AP:

WITNESSETH:

WHEREAS, VFNA is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, AP is a general partnership duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Surviving Entity is a corporation duly organized and existing under the laws of the State of Florida; and

WHEREAS, the shareholders and directors of VFNA, the partners of AP and the shareholders and directors of the Surviving Entity believe that the merger of the Disappearing Entities into the Surviving Entity would be advantageous and beneficial to the parties hereto and their respective owners; and

WHEREAS, the parties hereto acknowledge that each of them are ultimately owned and controlled by the same entity; and

WHEREAS, the Disappearing Entities and the Surviving Entity have agreed that the Disappearing Entities shall merge into the Surviving Entity upon the terms and conditions and in the manner set forth in this Agreement and Plan of Merger and in accordance with the applicable laws of the State of Florida.

NOW, THEREFORE, in consideration of the mutual covenants, agreements, provisions, grants, guarantees and representations contained in this Agreement and Plan of Merger and in order to

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consummate the transaction described above, the Disappearing Entities and the Surviving Entity, the constituent entities to this Agreement and Plan of Merger, agree as follows:

1. The Disappearing Entities shall be merged with and into the Surviving Entity. The laws of the State of Florida permit such a merger.

2. Upon the approval and adoption of this Agreement and Plan of Merger, Articles of Merger complying with the applicable provisions of the Florida Business Corporation Act and the Revised Uniform Partnership Act of 1995 shall be duly executed by an authorized officer of VFNA, by a general partner of AP and by an authorized officer of the Surviving Entity, and shall be filed with the Florida Department of State.

3. The Surviving Entity shall continue its existence under the name of "V.F. ACADEMY, INC." pursuant to the provisions of the Florida Business Corporation Act.

4. The separate existence of the Disappearing Entities shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Florida.

5. Each of the Disappearing Entities and the Surviving Entity are ultimately owned by the same entity. Accordingly, as a result of the merger the issued and outstanding ownership interests in the Disappearing Entities shall not be exchanged in any manner or any consideration paid therefor, but from and after the effective date of the merger they shall be deemed to no longer be outstanding. The issued and outstanding ownership interests in the Surviving Entity shall not be exchanged in any manner or any consideration paid therefor, and from and after the effective date of the merger they shall remain issued and outstanding in the same percentages as they were prior to the merger.

6. Neither the Disappearing Entities nor the Surviving Entity has issued and outstanding any rights to acquire any interests therein; accordingly, no conversion or exchange shall occur with respect to any such rights as a result of the merger.

7. The Articles of Incorporation of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

8. The Bylaws of the Surviving Corporation as now in force and effect shall remain in force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the applicable provisions of Florida law.

9. The directors and officers in office of the Surviving Corporation upon the effective date of the merger shall continue to be the members of the Board of Directors and the officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election, choice, and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.

10. The Disappearing Entities and the Surviving Entity hereby agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

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11. The officers of VFNA, the general partners of AP and the officers of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger for the merger provided herein.

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

13. This Agreement and Plan of Merger may be executed in one or more counterparts, including by way of signatures transmitted via facsimile or other electronic transmission, each of which will be deemed original and all of which together will constitute one and the same instrument.

14. This merger contemplated hereby shall be effective on the date of the filing of Articles of Merger relating hereto with the Florida Department of State.

[Signatures on following page(s).]

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IN WITNESS WHEREOF, the duly authorized representatives of the constituent entities have executed this Agreement and Plan of Merger as of the 3rd day of April, 2019.

VFNA:

V.F. NEW ACADEMY, INC., a Florida corporation

By: /s/ Derick Pomerantz

Derick Pomerantz, President

AP:

ACADEMY PARTNERS,
a Florida general partnership

By: V.F. Academy, Inc., a Florida corporation
Its General Partner

By: /s/ Derick Pomerantz

Derick Pomerantz, President

PARTNERS OF AP:

V.F. ACADEMY, INC., a Florida corporation

By: /s/ Derick Pomerantz

Derick Pomerantz, President

V.F. NEW ACADEMY, INC., a Florida corporation

By: /s/ Derick Pomerantz

Derick Pomerantz, President

SURVIVING ENTITY:

V.F. ACADEMY, INC., a Florida corporation

By: /s/ Derick Pomerantz

Derick Pomerantz, President

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