

F040000000655

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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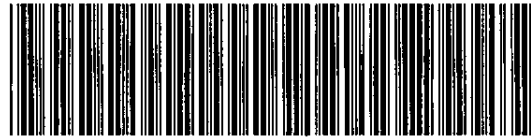
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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None
Change
Amend

03/19/13--01008--023 **35.00

FILED
2013 MAR 19 PM 1:14
CLERK OF STATE
TALLAHASSEE, FLORIDA

3/28/13

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: COOK, HALL & HYDE, INC.

Name of Corporation

DOCUMENT NUMBER: F04000000655

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

LEONARD SCIOSCIA, JR.

Name of Contact Person

COOK MARAN & ASSOCIATES, INC.

Firm/Company

461 PANTIGO ROAD

Address

EAST HAMPTON NY 11937

City/State and Zip Code

LSCIOSCIA@COOKMARAN.COM

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

For further information concerning this matter, please call:

LEONARD SCIOSCIA, JR.

631

324-1440

Name of Contact Person

at ()

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

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

Street Address:

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

PROFIT CORPORATION
APPLICATION BY FOREIGN PROFIT CORPORATION TO FILE AMENDMENT TO
APPLICATION FOR AUTHORIZATION TO TRANSACT BUSINESS IN FLORIDA
(Pursuant to s. 607.1504, F.S.)

SECTION I
(1-3 MUST BE COMPLETED)

F04000000655

(Document number of corporation (if known))

1. COOK, HALL & HYDE, INC.

(Name of corporation as it appears on the records of the Department of State)

2. New York

(Incorporated under laws of)

3. January 27, 2004

(Date authorized to do business in Florida)

SECTION II
(4-7 COMPLETE ONLY THE APPLICABLE CHANGES)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? November 30, 2012

5. COOK MARAN & ASSOCIATES, INC.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

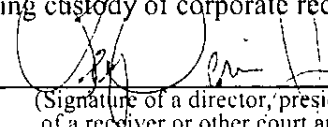
6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

LEONARD SCIOSCIA, JR.

(Typed or printed name of person signing)

PRESIDENT

(Title of person signing)

FILED
2013 MAR 19 PM 1:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New York
Department of State } ss:

I hereby certify, that the Certificate of Incorporation of COOK MARAN & ASSOCIATES, INC. was filed on 03/26/1980, under the name of EDWARD F. COOK AGENCY, INC., with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation.

A Certificate of Amendment EDWARD F. COOK AGENCY, INC., changing its name to COOK, HALL & HYDE, INC., was filed 10/07/1998.

A Certificate of Amendment COOK, HALL & HYDE, INC., changing its name to COOK MARAN & ASSOCIATES, INC., was filed 11/30/2012.



*WITNESS my hand and the official seal
of the Department of State at the City of
Albany, this 01st day of March two
thousand and thirteen.*

A handwritten signature in black ink, appearing to read "Neil A. ...", is written over a faint circular outline.

First Deputy Secretary of State

MAR 08 2013

CERTIFICATE OF MERGER

OF

MARAN CORPORATE RISK ASSOCIATES, INC.
(A New York Corporation)

AND

COOK, HALL & HYDE, INC.
(A New York Corporation)

INTO

COOK, HALL & HYDE, INC.
(A New York Corporation)

(Pursuant to Section 904 of the Business Corporation Law of the State of New York)

It is hereby certified upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of merger setting forth the terms and conditions of the merger of said corporations.

SECOND: The name of the constituent corporation, which is to be the surviving corporation, and which is hereinafter sometimes referred to as the "surviving constituent corporation", is COOK, HALL & HYDE, INC. Its certificate of incorporation was filed by the Department of State on March 26, 1980, under its original name "Edward F. Cook Agency, Inc.". The certificate of incorporation was amended on October 7, 1998 by filing of a certificate of merger, and was further amended on January 26, 2004 by filing of a certificate of amendment.

THIRD: The name of the other constituent corporation, which is being merged with and into the surviving constituent corporation, and which is hereinafter sometimes referred to as the "merged constituent corporation", is MARAN CORPORATE RISK ASSOCIATES, INC. The date upon which its certificate of incorporation was filed by the Department of State is March 5, 2003.

FOURTH: As to each constituent corporation, the plan of merger sets forth the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of merger, and the specification of each class and series entitled to vote as a class on the plan of merger, as follows:

COOK, HALL & HYDE, INC.

There are two (2) classes of common stock. Class A common stock is voting stock having par value of \$0.0005 per share. Class B common stock is non-voting stock having par value of \$0.0005 per share. Of the 300,000 authorized shares of Class A common stock, 146,706 shares are issued and outstanding. Of the 100,000 authorized shares of Class B common stock, 10,118 shares are issued and outstanding. Only the Class A common stock is entitled to vote.

MARAN CORPORATE RISK ASSOCIATES, INC.

Maran Corporate Risk Associates is authorized to issue 30,000 shares, \$0.01 par value per share, all of which are of the same class and all of which have been designated as common stock. Of such shares of common stock, 20,000 shares are designated as voting common stock and 10,000 shares are designated as non-voting common stock. There are 2,478 shares of voting common stock issued and outstanding. There are 17 shares of non-voting common stock issued and outstanding.

FIFTH: The merger herein certified was authorized in respect of the surviving constituent corporation by its board of directors, followed by resolutions adopted by the shareholders representing greater than two-thirds of the outstanding shares entitled to vote of the surviving constituent corporation.

SIXTH: The merger herein certified was authorized in respect of the merged constituent corporation by its board of directors, followed by resolutions adopted by the shareholders representing greater than two-thirds of the outstanding shares entitled to vote of the merged constituent corporation.

SEVENTH: The following is a statement of any amendments or changes in the certificate of incorporation of COOK, HALL & HYDE, INC. to be effected by the merger:


(a) Paragraph number 1 shall be amended to read that the name of the corporation shall be: COOK MARAN & ASSOCIATES, INC.

(b) Paragraph number 4 shall be amended in its entirety to read: The corporation shall have two (2) classes of common stock. Class A common stock shall be voting stock having par value of \$0.0005 per share. Class B common stock shall be non-voting stock having par value of \$0.0005 per share. The aggregate number of shares of Class A voting common stock which the corporation shall have the authority to issue is 500,000 shares. The aggregate number of shares of Class B non-voting common stock which the corporation shall have the authority to issue is 200,000 shares. The ownership of all outstanding shares of common stock of the corporation shall be restricted to employees or to a trust described in Section 401(a) of the Internal Revenue Code of 1986, as amended. Preemptive rights shall not in the future apply to new issuances of stock.

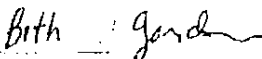
[signature page to follow]

IN WITNESS WHEREOF, the undersigned has executed this certificate, the 30th day of November, 2012.

COOK, HALL & HYDE, INC.
(Surviving Constituent Corporation)

By: 
Name: Marc J. Fishstein
Title: CFO/Sec'y

MARAN CORPORATE RISK ASSOCIATES, INC.
(Merged Constituent Corporation)

By: 
Name: Beth M. Gardner
Title: COO/Sec'y