

FO 900000 2716

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

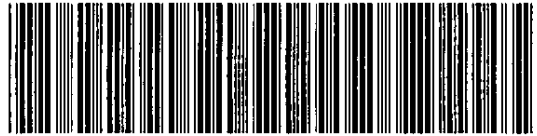
Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officers

Called Mr. ROBSON
OK'd adding info to
page 1 of articles
KES

Office Use Only



300157675823

07/02/09--01006--010 **78.75

FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
09 JUL 12 AM 11:00

Morgan
07/09/9

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: THE FARASH CORPORATION
(Name of Surviving Corporation)

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

M. LANNING FOX
(Contact Person)

FOX, WACKEEN, DUNGEY, ET. AL.
(Firm/Company)

3473 SE WILLOUGHBY BOULEVARD
(Address)

STUART, FL 34994
(City/State and Zip Code)

For further information concerning this matter, please call:

M. LANNING FOX At (772) 287-4444
(Name of Contact Person) (Area Code & Daytime Telephone Number)

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

**FOX, WACKEEN, DUNGEY
BEARD, SOBEL, BUSH & McCLUSKEY, L.L.P.**

Deborah B. Beard
George W. Bush, Jr.
Richard J. Dungey
M. Lanning Fox
Michael J. McCluskey
Jack M. Sobel
W. Thomas Wackeen

Office:
The Tower Building at Willoughby Commons
3473 SE Willoughby Boulevard
P.O. Drawer 6
Stuart, Florida 34995-0006
Palm Beach Gardens (Limited Services Available)
Telephone:
(772) 287-4444 * (772) 878-3814 * (561) 744-6499
Fax:
Real Estate Transactions: (772) 283-4637
All Other Matters: (772) 220-1489
www.foxwackeen.com

Robert A. Goldman
Theodore J. Henemann
Shelly J. Sturatt
† Frederik W. van Vonne
Susann B. Ward (1951-2008)

Meredith L. Barrios
J. Henry Cartwright
Raymond G. Robison
Jennifer Alcorta Waters

- Board Certified Real Estate Lawyer
- Board Certified Civil Trial Lawyer
- Board Certified Marital & Family Lawyer
- ¶ Board Certified City, County & Local Government Lawyer
- Board Certified Business Litigation Lawyer

Of Counsel
Aaron A. Foosner
Vicki J. Junod
Robert L. Kilbride
Robert L. Seeley

June 26, 2009

Valerie Herring
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: The Farash Corporation merger with Farash-Florida, Corp.
(Your Document Number W09000027388)


Dear Valerie:

It was a pleasure speaking with you on Thursday, June 25, 2009, regarding the merger of The Farash Corporation, a New York corporation, with Farash-Florida, Inc., a Florida corporation.

Enclosed is the Articles of Merger, accompanied with a check in the amount of \$78.75. Also enclosed is an e-mail that we received from Lee Yarbrough (Internet Access Section) including a letter from Justin M. Shivers, Regulatory Specialist in the New Filing Section. Mr. Shivers indicated that the filing had been sent back to our office; however, in our conversation, you indicated that Mr. Shivers still had the Qualification documents, along with the check for \$87.50 and the Certificate of Existence for The Farash Corporation.

Please do not hesitate to contact me or Monica Swords if you have any further questions or need additional documentation in order to record the Qualification and the Articles of Merger. Thank you again for your help.

Sincerely,


Raymond G. Robison
RGR/ms
Enclosure

ARTICLES OF MERGER
(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>THE FARASH CORPORATION</u>	<u>NEW YORK</u>	<u>F09 00000 5716</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>FARASH-FLORIDA CORP.</u>	<u>FLORIDA</u>	<u>K60952</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR / / (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the surviving corporation on 5/2/09.

The Plan of Merger was adopted by the board of directors of the surviving corporation on and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 5/2/09.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on and shareholder approval was not required.

(Attach additional sheets if necessary)

FILED STATE
SECRETARY OF FLORIDA
09 JUL -2 AM 11:00
TALLAHASSEE, FLORIDA

Name of Corporation

Typed or Printed Name of Individual & Title

J. L. Gahr

James C. Gocker, vice president

John C. Goble, AS Guardian

James C. Gocker, as guardian, Director

PLAN OF MERGER

MERGER between THE FARASH CORPORATION, a New York corporation (the "Surviving Corp."), and FARASH-FLORIDA CORP., a Florida corporation (the "Disappearing Corp.") (collectively the "Constituent Corporations"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§607.1101 et seq. of the Florida Business Corporation Act and § 902 of the New York Business Corporation Law.

1. **Certificate of Incorporation.** The Certificate of Incorporation of Surviving Corp., in effect immediately before the Effective Date of the Merger (the "Effective Date" is hereinafter further defined), shall, without any changes, be the Certificate of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. **Outstanding Shares.** As to the Constituent Corporations, the designation and number of outstanding shares of each class and series and the voting rights thereof are as follows:

Name of Corporation	Designation and Number of Shares in each class or series outstanding	Class or series of shares entitled to vote	Class or series entitled to vote as a class
The Farash Corporation	100 shares of Common Stock	Common	N/A
Farash-Florida Corp.	100 shares of Common Stock	Common	N/A

3. **Distribution to Shareholders of the Constituent Corporations.** On the Effective Date, each share of Disappearing Corp.'s common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for one (1) share of Surviving Corp.'s stock in accordance with this Plan. Each share of Surviving Corp.'s stock that is issued and outstanding on the Effective Date shall continue as outstanding shares of Surviving Corp.'s stock.

4. **Satisfaction of Rights of Disappearing Corp. Shareholders.** All shares of Surviving Corp.'s stock into which shares of Disappearing Corp.'s stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

5. **Effect of Merger.** On the Effective Date, the separate existence of Disappearing Corp. shall cease, and Surviving Corp. shall be fully vested in Disappearing Corp.'s rights, privileges, immunities, powers, and franchises,

subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Florida Business Corporation Act.

6. **Supplemental Action.** If at any time after the Effective Date Surviving Corp. 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 of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., 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 Surviving Corp., or to otherwise carry out the provisions of this Plan.

7. **Filing with the Florida Secretary of State and Effective Date.** On the Closing, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute Articles of Merger in the form attached to this Agreement as Exhibit A 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 Surviving Corp. to the Florida Secretary of State. In accordance with §607.1105(1)(b) of the Florida Business Corporation Act, the filing date of the Articles of Merger shall be the "Effective Date".

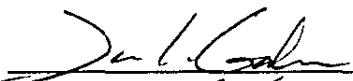
8. **Filing with the New York Secretary of State.** On the Closing, Disappearing Corp. and Surviving Corp. shall cause their respective Presidents (or Vice Presidents) to execute a Certificate of Merger in the form attached to this Agreement as Exhibit B. Thereafter, such Certificate of Merger shall be delivered for filing by Surviving Corp. to the New York Secretary of State.

9. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Corporations which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Constituent Corporations 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 Florida Business Corporation Act.

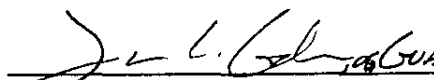
10. **Termination.** At any time before the Effective Date, this Plan may be terminated and the Merger abandoned by mutual consent of the Boards of Directors of both Constituent Corporations, notwithstanding favorable action by the shareholders of the respective Constituent Corporations.

IN WITNESS WHEREOF, the parties hereto have signed this Plan of Merger on the 21 day of May, 2009.

THE FARASH CORPORATION, a New York corporation

By: 
Print name: JAMES C. GORKER
Title: Vice President

FARASH-FLORIDA CORP., a Florida corporation

By:  Guardian
Print name: JAMES C. GORKER
Title: DIRECTOR