

G99293

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

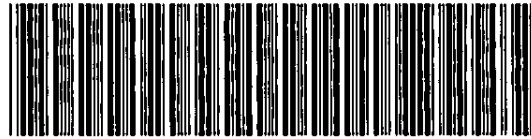
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/20/14--01005--011 **35.00

03/28/14--01002--029 **35.00

EFFECTIVE DATE

4-1-2014

14 MAR 28 AM 10:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

C. LEWIS
May 20 2014
EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: JONAS GERARD FINE ART, INC.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

JONAS GERARD

Contact Person

JONAS GERARD FINE ART, INC.

Firm/Company

240 CLINGMAN AVENUE

Address

ASHEVILLE, NC 28801

City/State and Zip Code

JG@JONASGERARD.COM

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

For further information concerning this matter, please call:

JONAS GERARD

Name of Contact Person

At (828)

350-7711

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

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TALLAHASSEE, FLORIDA

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.

EFFECTIVE DATE
4-1-2014

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>JONAS GERARD FINE ART, INC.</u>	<u>NORTH CAROLINA</u>	<u>1362232</u>

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>TURNING POINT GALLERY, INC.</u>	<u>FLORIDA</u>	<u>G99293</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
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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 4 / 1 / 14 (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 2/17/14.

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 2/17/14.

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)

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AND
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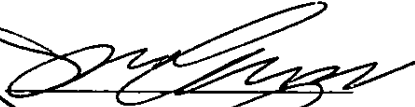
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

TURNING POINT GALLERY



JONAS GERARD, CEO

JONAS GERARD FINE ART



JONAS GERARD, CEO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF
TURNING POINT GALLERY, INC.
INTO
JONAS GERARD FINE ART, INC.**

(1) PARTICIPANTS IN MERGER.

Turning Point Gallery, Inc (hereinafter referred to as "the Merging Corporation"), a Florida corporation, proposes to merge into **Jonas Gerard Fine Art, Inc.** (hereinafter referred to as "the Surviving Corporation"), a North Carolina corporation.

(2) NAME OF SURVIVING CORPORATION.

Following the merger contemplated herein, the Surviving Corporation shall continue to have the name "**Jonas Gerard Fine Art, Inc.**" Retention of such name shall not, however, preclude the Surviving Corporation from utilizing such trade names as may be permissible under the laws of the State of North Carolina.

(3) MERGER.

Pursuant to the terms and conditions of the Plan of Merger, the Merging Corporation will merge into the Surviving Corporation. At such time as the merger is effective, the corporate existence of the Merging Corporation will cease, and the corporate existence of the Surviving Corporation will continue. All property and assets of the Merging Corporation shall thereafter be the property of the Surviving Corporation, without the necessity of any further act or document of transfer.

(4) EFFECT UPON SHARES.

At such time as the merger contemplated herein is effective, the shares of the Surviving Corporation and the Merging Corporation shall be affected in the following ways:

- (a) The outstanding shares of the Surviving Corporation will not be converted or altered in any manner as a result of the merger, and will remain outstanding as shares of the Surviving Corporation.
- (b) The shares of the Merging Corporation shall be cancelled.
- (c) The Merging Corporation shall issue no shares or other securities, and shall distribute no cash or other property, to any party.

(5) AMENDMENTS TO ARTICLES OF INCORPORATION.

No amendments shall be made to the Articles of Incorporation of the Surviving Corporation in conjunction with the merger described herein.