

**Florida Department of State**  
**Division of Corporations**  
**Electronic Filing Cover Sheet**

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H12000035349 3)))



H120000353493ABC.

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To:

Division of Corporations  
Fax Number : (850) 617-6380

From:

Account Name : CORPDIRECT AGENTS, INC.  
Account Number : 110450000714  
Phone : (850) 222-1173  
Fax Number : (850) 224-1640

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE**

**LYDADE REALTY, INC,**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$78.75

RECEIVED

12 FEB -9 AM 8:05

FILED IN 301111 FLORIDA

*Merger*  
*EC*  
*10-5/9/12*

Electronic Filing Menu

Corporate Filing Menu

Help

H12000035349 3

**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>Lydade Realty, Inc.</u>	<u>Georgia</u>	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Lydade Realty, Inc.</u>	<u>Florida</u>	<u>J59575</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 February 1, 2012.

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)

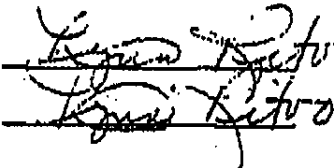
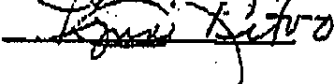
The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 1, 2012.

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)

H12000035349 3

H12000035349 3

Seventh: SIGNATURES FOR EACH CORPORATIONName of CorporationSignature of an Officer or  
DirectorTyped or Printed Name of Individual & TitleLydale Realty, Inc. (GA)Lynn Ritvo, PresidentLydale Realty, Inc. (FL)Lynn Ritvo, President

H12000035349 3

H12000035349 3

## PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger") is between Lydade Realty, Inc., a Georgia corporation ("Lydade Georgia"), and Lydade Realty, Inc., a Florida corporation ("Lydade Florida").

WHEREAS, the Board of Directors of Lydade Georgia have adopted this Plan of Merger pursuant to resolution dated February 1, 2012;

WHEREAS, the Board of Directors of Lydade Florida have adopted this Plan of Merger pursuant to resolution dated February 1, 2012; and

WHEREAS, after the merger described herein, the parties wish Lydade Georgia to be the surviving corporation.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. Lydade Georgia and Lydade Florida shall, pursuant to the provisions of the laws of the State of Florida and the provisions of the Georgia Business Corporation Code, be merged with and into a single corporation, to wit, LYDADE REALTY, INC., a Georgia corporation, which shall be the surviving corporation upon the effective date of the merger and which shall continue to exist as the surviving corporation under its present name pursuant to the provisions of the Georgia Business Corporation Code. The separate existence of Lydade Florida shall cease upon the effective date of the merger in accordance with the laws of the jurisdiction of its organization.

2. The Articles of Incorporation of the Lydade Georgia, upon the effective date of the merger, shall be the Articles of Incorporation of Lydade Georgia after such merger. Such Articles of Incorporation shall continue in full force and effect unless amended and changed in the manner prescribed by the provisions of the Georgia Business Corporation Code.

3. The present bylaws of Lydade Georgia will be the bylaws of Lydade Georgia after such merger and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Georgia Business Corporation Code.

4. The directors and officers in office of Lydade Georgia upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of Lydade Georgia, all of whom shall hold their respective offices until their successors are elected or until their tenure is otherwise terminated in accordance with the bylaws of Lydade Georgia. The registered agent of Lydade Georgia after the merger shall be Lynn Ritvo, 4100 Paces Walk SE #4406, Atlanta, GA 30339. The principal place of business of Lydade Georgia after the merger shall be 4100 Paces Walk SE #4406, Atlanta, GA 30339.

5. Each issued share of Lydade Florida, when the merger takes effect, shall be converted into a share of Lydade Georgia. The issued shares of Lydade Georgia shall not be

H12000035349 3

converted or exchanged in any manner but each said share which is issued as of the when the merger takes effect shall continue to represent one issued share of the surviving corporation. The shareholders of Lydade Georgia immediately prior to the merger agree that after the merger, each such shareholder shall own exactly the number of shares in Lydade Georgia that such shareholder owned in Lydade Florida, notwithstanding any shares owned in Lydade Georgia immediately prior to the merger.

6. The merger of Lydade Florida with and into Lydade Georgia shall be authorized in the manner prescribed by the laws of the State of Florida, and the Plan of Merger herein made and approved shall be submitted to the shareholders of Lydade Georgia for their approval or rejection in the manner prescribed by the provisions of the Georgia Business Corporation Code.

7. In the event that the merger of Lydade Florida with and into Lydade Georgia shall have been duly authorized in compliance with the laws of the State of Florida, and in the event that the Plan of Merger shall have been approved by the shareholders of Lydade Georgia entitled to vote in the manner prescribed by the provisions of the Georgia Business Corporation Code, Lydade Florida and Lydade Georgia hereby stipulate 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 of the State of Georgia, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of Lydade Florida and of Lydade Georgia, 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 Plan of Merger or of the merger herein provided for. Without limiting the generality of the foregoing, Lydade Georgia shall cause a request for publication of a notice of filing the Articles of Merger and payment therefor to be made as required by subsection (b) of Section §14-2-1105.1 of the Georgia Business Corporation Code.

9. The effective date of the merger, once approved as described above, shall be the date of filing of the Articles of Merger with the Secretary of State.