

597004

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MERGER OR SHARE EXCHANGE

H.S.W. Associates, Inc.

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ARTICLES OF MERGER
MERGING EHRLICH ROAD PROPERTIES, LLC
INTO H.S.W. ASSOCIATES, INC.

022-523669
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Pursuant to the provisions of Section 607.1105 of the Florida Business Corporation Act, H.S.W. ASSOCIATES, INC., a Florida corporation, as the Surviving Entity, hereby delivers these Articles of Merger for the purpose of merging EHRLICH ROAD PROPERTIES, LLC, a Florida limited liability company, into H.S.W. ASSOCIATES, INC., a Florida corporation.

1. A copy of the Plan of Merger adopted by the constituent entities (the "Plan") is attached hereto as **Exhibit A**.
2. The Plan was approved by H.S.W. ASSOCIATES, INC., in accordance with the applicable provisions of the Florida Business Corporation Act.
3. The Plan was approved by EHRLICH ROAD PROPERTIES, LLC, in accordance with the applicable provisions of the Florida Revised Limited Liability Company Act.
4. The merger shall be effective at 11:59 p.m. on December 31, 2022.

Dated: December 27, 2022

H.S.W. ASSOCIATES, INC.

Dec 28 2022 11:42 AM
By: Holly Jean
Holly Jean, President

EHRLICH ROAD PROPERTIES, LLC

By: H.S.W. Associates, Inc., its
sole member

Dec 28 2022 11:42 AM
By: Holly Jean
Holly Jean, President

2022 DEC 28 AM 11:42

11:42 AM

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Exhibit A

PLAN OF MERGER

This PLAN OF MERGER (this "Plan") is hereby adopted by H.S.W. ASSOCIATES, INC., a Florida corporation ("HSW"), and EHRLICH ROAD PROPERTIES, LLC, a Florida limited liability company ("ERP"), for the purpose of merging ERP into HSW pursuant to Section 607.1103 of the Florida Business Corporation Act and Section 605.1022 of the Florida Revised Limited Liability Company Act. HSW is sometimes referred to herein as the "Surviving Entity".

1. Parties to the Merger. The parties to the merger are H.S.W. ASSOCIATES, INC., a Florida corporation, and EHRLICH ROAD PROPERTIES, LLC, a Florida limited liability company. The name of the surviving entity is H.S.W. ASSOCIATES, INC.
2. Terms and Conditions of the Merger.
 - (a) Effect of Merger. On the Effective Date (as defined in Section 4 of this Plan), ERP will be merged with and into HSW pursuant to and in accordance with Section 607.1106 of the Florida Business Corporation Act and Section 605.1026 of the Florida Revised Limited Liability Company Act. The separate existence of ERP shall thereupon cease, and HSW, as the Surviving Entity, shall be fully vested in the rights, privileges, immunities, powers and franchises of ERP, subject to its restrictions, liabilities, disabilities, and duties.
 - (b) Articles of Incorporation. The Articles of Incorporation of HSW as in effect immediately prior to the Effective Date shall be the Articles of Incorporation of the Surviving Entity.
 - (c) Directors and Officers. The directors and officers of HSW in place immediately prior to the Effective Date shall be the directors and officers of the Surviving Entity.
3. Treatment of Equity Interests.
 - (a) HSW. On and after the Effective Date, each share of capital stock of HSW currently issued and outstanding shall remain issued and outstanding, and shall represent the issued and outstanding capital stock of the Surviving Entity.
 - (b) ERP. Each membership interest of ERP outstanding immediately prior to the Effective Date shall, automatically and without the need for any action by any party, be cancelled upon the Effective Date.
4. Effective Date. The merger of ERP into HSW will become effective at 11:59 p.m. on December 31, 2022 (the "Effective Date").

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