

K25409



ACCOUNT NO. : 072100000032

REFERENCE : 026956 4312160

AUTHORIZATION : Patricia Pigute

COST LIMIT : \$ 70.00

ORDER DATE : November 10, 1998

ORDER TIME : 1:38 PM

ORDER NO. : 026956-005

CUSTOMER NO: 4312160

CUSTOMER: Shirley C. Smith, Legal Asst
Maynard Hellman, Esq.
1100 Ponce De Leon Blvd.

Coral Gables, FL 33134

Merger

0000002685000--8

ARTICLES OF MERGER

AMERITRUST HOLDINGS, INC.

INTO

RESIDENTIAL FINANCIAL
SERVICES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Janice Vanderslice

EXAMINER'S INITIALS:

ADR

11/12/98

RECEIVED
98 NOV 10 PM 2:41
DIVISION OF CORPORATION

FILED
98 NOV 10 PM 12:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
Merger Sheet

MERGING: -----

AMERITRUST HOLDINGS, INC., a Florida corporation P97000084643

INTO

RESIDENTIAL FINANCIAL SERVICES, INC., a Florida corporation, K25409.

File date: November 10, 1998

Corporate Specialist: Annette Ramsey

Account number: 072100000032

Account charged: 70.00

ARTICLES OF MERGER

BETWEEN

AMERITRUST HOLDINGS, INC.

AND

RESIDENTIAL FINANCIAL SERVICES, INC.

FILED
98 NOV 10 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to Section 607.1104 of the Florida Statutes and upon approval by the Board of Directors of each corporation, the undersigned corporations have adopted the following ARTICLE OF MERGER for the purposes of merging Ameritrust Holdings, Inc. into Residential Financial Services, Inc.:

1. The names of the corporations which are parties to this merger are as follows:

Ameritrust Holdings, Inc., a Florida corporation

Residential Financial Services, Inc., a Florida corporation
2. Residential Financial Services, Inc. is a wholly owned subsidiary of Ameritrust Holdings, Inc.
3. The surviving corporation following the merger shall be Residential Financial Services, Inc.
4. That pursuant to the Plan of Merger there will be no changes in or amendments to the Articles of Incorporation of the surviving corporation included in the Plan of Merger or the Articles of Merger.
5. The Plan of Merger was adopted by the directors and shareholders of each corporation on October 30, 1998.

6. That attached hereto and made a part hereof and incorporated herein as Exhibit "A" is a copy of the Plan of Merger adopted by the shareholders and directors of each corporation.

Dated this 30th day of October, 1998.

AMERITRUST HOLDINGS, INC.

By: 
LARRY SCHWARTZ, President

ATTEST:


MAYNARD J. HELLMAN, Secretary

RESIDENTIAL FINANCIAL SERVICES, INC.

By: 
BRUCE LAZARUS, President

ATTEST:


MAYNARD J. HELLMAN, Secretary

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30 day of October, 1998 by Larry Schwartz, President and Maynard J. Hellman, Secretary of Ameritrust Holdings, Inc., a Florida corporation, by and on behalf of said corporation. They are personally known to me or have produced _____ as identification.


Notary Public

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30 day of October, 1998 by Larry Schwartz, President of Ameritrust Holdings, Inc., a Florida corporation, by and on behalf of said corporation. He personally known to me or has produced _____ as identification.



SHIRLEY SMITH
My Comm Exp. 5/20/99
Bonded By Service Ins
No. CC447022
☒ Personally Known ☐ Other I.D.

Shirley Smith

Notary Public

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30 day of October, 1998 by Bruce Lazarus, President of Residential Financial Services, Inc., a Florida corporation, by and on behalf of said corporation. He is personally known to me or has produced _____ as identification.



SHIRLEY SMITH
My Comm Exp. 5/20/99
Bonded By Service Ins
No. CC447022
☒ Personally Known ☐ Other I.D.

Shirley Smith

Notary Public

STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30 day of October, 1998 by Maynard J. Hellman, Secretary of Ameritrust Holdings, Inc., a Florida corporation, and Residential Financial Services, Inc., a Florida corporation, by and on behalf of said corporations. He is personally known to me or has produced _____ as identification.

Shirley Smith

Notary Public



SHIRLEY SMITH
My Comm Exp. 5/20/99
Bonded By Service Ins
No. CC447022
☒ Personally Known ☐ Other I.D.

PLAN OF MERGER OF
AMERITRUST HOLDINGS, INC.
INTO RESIDENTIAL FINANCIAL SERVICES, INC.

The following sets forth the terms and conditions of the Plan of Merger of Ameritrust Holdings, Inc. into Residential Financial Services, Inc.:

1. **MERGER:** Ameritrust Holdings, Inc. hereinafter called "Ameritrust", a Florida corporation, shall be merged into Residential Financial Services, Inc., hereinafter called "Residential", a Florida corporation pursuant to Florida Statute 607.1104.

2. **TERMS OF MERGER:** The terms of the merger are as follows:

A. Ameritrust shall be merged into Residential in accordance with the Statutory Procedures set forth in Florida Statute 607.1104 and 607.1106 of the General Corporation Act of the State of Florida.

B. Residential shall be the surviving corporation and the corporate identity, existence, purposes, powers, franchises, rights and immunities of Residential shall continue unaffected and unimpaired by the merger. The Articles of Incorporation and the By-Laws of Residential shall remain in effect unaltered as the Articles of Incorporation and the By-Laws of the surviving corporation and the duly qualified and acting directors and officers of Ameritrust immediately prior to the time when the merger becomes effective, as hereinafter provided, shall be the directors and officers of the surviving corporation.

C. The corporate identity, existence, purposes, powers, franchises, rights and immunities of Ameritrust shall be merged into Residential and Residential shall be fully vested therewith.

D. The separate existence of Ameritrust insofar as specifically otherwise provided by law, shall cease upon the effective date of the merger whereupon Residential and

Ameritrust shall become a single corporate entity.

E. At the effective date of the merger, all of the authorized, issued and outstanding common shares of stock of Ameritrust shall be void.

F. At the effective date of the merger, the rights, privileges, liabilities and obligations of Ameritrust shall become the obligations of Residential.

3. BASIS OF CONVERTING SHARES: The outstanding shares of Ameritrust shall be exchanged for a like number of shares being distributed to the shareholders of Residential and upon the exchange of said shares each common share of Ameritrust shall thereupon be void.

4. SHAREHOLDER APPROVAL: That all shareholders of the subsidiary who, except for the applicability of Section 607.1104 of the Florida Statutes who would be entitled to vote have unanimously voted in favor of the merger described herein.

5. EFFECTIVE DATE OF MERGER: The merger contemplated herein shall be effective as of November 10TH, 1998. Immediately following the effective date, the corporation shall file with the Secretary of State of the State of Florida the Articles of Merger.

Dated this 30TH day of October, 1998.

AMERITRUST HOLDINGS, INC.

By: Larry Schwartz
LARRY SCHWARTZ, President

RESIDENTIAL FINANCIAL SERVICES, INC.

By: Bruce Lazarus
BRUCE LAZARUS, President

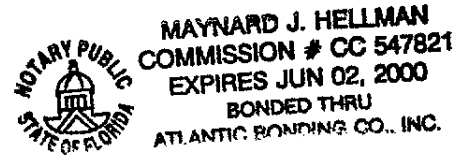
STATE OF FLORIDA)
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 30th day of October, 1998 by Larry Schwartz, President of Ameritrust Holdings, Inc., a Florida corporation, by and on behalf of said corporation. He is personally known to me or has produced _____ as identification.


Notary Public

Dated this 30 day of October, 1998

STATE OF FLORIDA)
COUNTY OF DADE)



The foregoing instrument was acknowledged before me this 30 day of October, 1998 by Bruce Lazarus, President of Residential Financial Services, Inc., a Florida corporation, by and on behalf of said corporation. He is personally known to me or has produced _____ as identification.


Notary Public

Dated this 30 day of October, 1998

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