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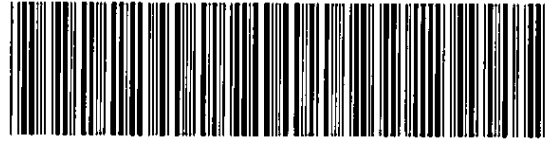
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(Document Number)

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TALLAHASSEE, FL 32301  
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F: 866.625.0839  
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Account#: I20000000088

Date: 11/10/2020

Name: Chris Vick

Reference #: 1285588

Entity Name: APPLIED BEHAVIORAL MENTAL HEALTH COUNSELING, PLLC

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other CERTIFIED COPY OF THE FILING EVIDENCE

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11/5/2020

Authorized Amount: \$90

Signature: 



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DATE OF SUBMISSION  
11/5/2020

Authorized Amount: \$90

Signature: *Chris Vick*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** APPLIED BEHAVIORAL MENTAL HEALTH COUNSELING, PLLC  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Michael Stringfellow, Paralegal

Contact Person

Garfunkel Wild, PC

Firm/Company

111 Great Neck Rd., 6th Floor

Address

Great Neck, NY 11021

City, State and Zip Code

mstringfellow@garfunkelwild.com

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

For further information concerning this matter, please call:

Michael Stringfellow at ( 516 ) 3932578

Name of Contact Person

Area Code Daytime Telephone Number

☒ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**CERTIFICATE OF MERGER**  
**OF**  
**APPLIED BEHAVIORAL MENTAL HEALTH COUNSELING, P.C.**  
**INTO**  
**APPLIED BEHAVIORAL MENTAL HEALTH COUNSELING, PLLC**

(Under Section 605.1025 of the Florida Statutes)

**FIRST:** The names and jurisdictions of formation or organization of each entity which is to merge are as follows:

Applied Behavioral Mental Health Counseling, P.C., a New York professional corporation; and

Applied Behavioral Mental Health Counseling, PLLC, a Florida professional limited liability company.

**SECOND:** The name of the surviving domestic professional limited liability company is APPLIED BEHAVIORAL MENTAL HEALTH COUNSELING, PLLC, a Florida professional limited liability company.

**THIRD:** The Plan of Merger and Agreement between Applied Behavioral Mental Health Counseling, P.C. and Applied Behavioral Mental Health Counseling, PLLC is attached hereto as **Exhibit A** (the "Plan").

**FOURTH:** The Plan was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each merging entity in accordance with Section 1516 of the Business Corporation Law of New York; and by each member of such limited liability company who as a result of the merger will have interest holder liability under ss.605.1023(1)(b).

**FIFTH:** Applied Behavioral Mental Health Counseling, PLLC agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and ss.605.1061-605.1072 of the Florida Statutes.


**SIXTH:** This Certificate of Merger shall be effective upon its filing by the Florida Secretary of State.

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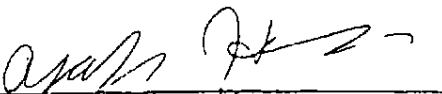
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IN WITNESS WHEREOF, the undersigned have executed this Articles of Merger as of  
11-25, 2020.

APPLIED BEHAVIORAL MENTAL  
HEALTH COUNSELING, P.C.

By:   
Name: Yakov Halberstam  
Title: Director

APPLIED BEHAVIORAL MENTAL  
HEALTH COUNSELING, PLLC

By:   
Name: Yakov Halberstam  
Title: Director

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**EXHIBIT A**

**PLAN**

See Attached.

**FILED**

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CLERK  
U.S. DISTRICT COURT  
DISTRICT OF COLUMBIA

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Merger Agreement"), dated as of 11-25, 2020, is by and between APPLIED BEHAVIORAL MENTAL HEALTH COUNSELING, P.C., a New York professional corporation (the "Corporation"), and APPLIED BEHAVIORAL MENTAL HEALTH COUNSELING, PLLC, a Florida professional limited liability company ("Company").

### RECITALS

A. The Corporation is wholly owned by the shareholder set forth on Exhibit A, attached hereto and incorporated by reference (the "Owner").

B. The Company is wholly owned by the Owner.

C. The Owner has approved, on behalf of each of the Corporation and the Company, this Merger Agreement and the merger of the Corporation with and into the Company (the "Merger"), and has declared that this Merger Agreement and the Merger are advisable, fair to, and in the best interests of the Corporation and the Company, as both shareholder of the Corporation and the member of the Company, and has advised the Corporation and the Company to approve this Merger Agreement and the Merger.

D. The Owner has approved this Merger Agreement and the Merger.

E. The intent of the Merger is to qualify as a reorganization under Internal Revenue Code Section 368(a)(1)(F), as a mere change in identity and form of the Corporation, and per guidance issued by the IRS, the previously assigned identifying number of the Corporation will be used by the Company.

NOW, THEREFORE, in consideration of the promises and of the mutual covenants and agreements herein contained, and for the purpose of establishing the terms and conditions of the Merger, the mode of carrying the same into effect, the manner and the basis for converting shares of capital stock of the Corporation for membership interests of the Company and such other details and provisions as are deemed necessary or desirable, the parties hereto have agreed and do hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

### ARTICLE I.

In accordance with the provisions of this Merger Agreement, Section 904-A of the New York Business Corporation Act, Section 608.438 of the Florida Statutes, and as contemplated by Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended, the Corporation shall be merged with and into the Company. The parties acknowledge and agree that the Merger shall qualify as a reorganization under Internal Revenue Code Section 368(a)(1)(F), as a mere change in identity, and form of the Corporation, and the previously assigned identifying number of the Corporation, the Corporation EIN, will be used by the Company.

### ARTICLE II.

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The Merger shall be effective as of [ 10 25 ], 2020 (the "Effective Date").

#### ARTICLE III.

On the Effective Date, all of the shares of capital stock of the Corporation owned by the Owner shall be converted into one hundred (100) units of membership interests in the Company. Immediately following the effectiveness of the Merger, the Owner shall own one hundred percent of the membership interests of the Company.

#### ARTICLE IV.

The officers of the Corporation in office upon the Effective Date, if any, shall be the officers of the Company, and whom shall hold such offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the governing documents of the Company.

#### ARTICLE V.

The Articles of Organization of the Company, as in effect on the Effective Date, shall remain the Articles of Organization of the Company until altered, amended or repealed. The Operating Agreement of the Company, as in effect on the Effective Date, shall remain the Operating Agreement of the Company following the Effective Date until altered, amended or repealed.

#### ARTICLE VI.

This Merger Agreement may be terminated or abandoned at any time prior to the filing of Certificate of Merger with each of the New York State Secretary of State and Florida Secretary of State, by mutual written agreement of the Corporation and the Company.

#### ARTICLE VII.

On the Effective Date, the separate existence of the Corporation shall cease, and the existence and the identity of the Company, as the surviving company, shall continue. The Company shall thereupon succeed, without other transfer, to all the rights and property of the Corporation and the Company and shall be subject to all of the debts and liabilities of the Corporation in the same manner as if the Company had itself incurred them. For the sake of clarity, as a reorganization under Internal Revenue Code Section 368(a)(1)(F), the employer identification number of the Corporation shall become the Company EIN.

#### ARTICLE VIII.

From time to time at and after the Effective Date as and when requested by the Company or by its successors or assigns, the Corporation shall execute and deliver or cause to be executed and delivered all such deeds and other instruments, and shall take or cause to be taken all such further or other actions, as the Company, and its successors or assigns, may deem necessary or desirable in order to vest in and confirm to the Company, and its successors or assigns, title to and possession of all the rights and property of the Corporation and otherwise to carry out the intent and purposes of this Merger Agreement.

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#### ARTICLE IX.

1. For the convenience of the parties hereto and to facilitate the execution of this Merger Agreement, any number of counterparts hereof may be executed, and each such counterpart shall be deemed to be an original instrument and all such counterparts shall together constitute the same agreement.

2. This Merger Agreement shall not be altered or otherwise amended except pursuant to an instrument in writing executed and delivered on behalf of each of the parties hereto, which instrument, when so executed and delivered, shall thereupon become a part of this Merger Agreement as of the date hereof. Any amendment to this Merger Agreement shall be approved in writing by the Corporation and the Company.

3. The filing requirements of the State of New York or the State of Florida, as applicable, shall govern all respective filings necessary or advisable to effect the intent and purposes of this Merger Agreement.

4. Except as otherwise specifically provided herein, nothing expressed or implied in this Merger Agreement is intended, or shall be construed, to confer upon or give any third party, other than the parties hereto and their respective shareholders and members, any rights or remedies under or by reason of this Merger Agreement.


5. This Merger Agreement embodies all of the representations, warranties, covenants, and agreements of the parties in relation to the subject matter hereof, and no representations, warranties, covenants, understanding or agreements, oral or otherwise, in relation thereto exist between the parties hereto except as expressly set forth in this Merger Agreement.

*[Signature page follows.]*

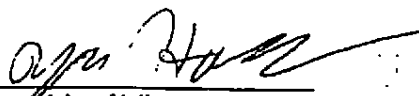
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DISTRICT OF COLUMBIA

IN WITNESS WHEREOF, the undersigned have executed this Merger Agreement as of the date first written above.

APPLIED BEHAVIORAL MENTAL  
HEALTH COUNSELING, P.C.  
a New York professional corporation

By:   
Name: Yakov Halberstam  
Title: Director  
Date: 10-25-2020

APPLIED BEHAVIORAL MENTAL  
HEALTH COUNSELING, PLLC,  
a Florida professional limited liability  
company

By:   
Name: Yakov Halberstam  
Title: Director  
Date: 10-25-2020

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