

MR81015

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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PICK-UP

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MAIL

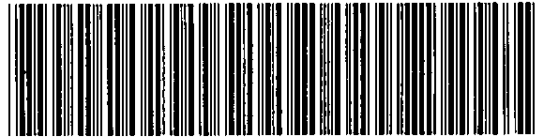
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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16 SEP -8 PM 4:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

SEP 14 2016

R. WHITE

LAW OFFICES
LES H. STEVENS, P.A.
5301 NORTH FEDERAL HIGHWAY
SUITE 130
BOCA RATON, FLORIDA 33487
Telephone: (561) 989-9797
Facsimile: (561) 989-8484
E-Mail: lesstevens@earthlink.net

September 7, 2016

Via UPS Next Day Air
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: 301 Second Corp. / City Center Properties - Merger
Our File No. 16-155

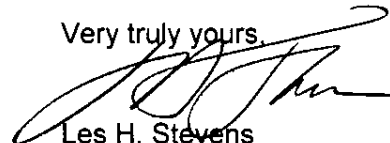
Gentlemen:

Enclosed are the Articles of Merger and Plan of Merger as it relates to the above-captioned entities to be filed with your offices, along with this firm's check in the sum of \$78.75, which represents the filing fee and fee for providing a certified copy of the filed document.

Please forward the Certified Copy of the Merger to this office as soon as practicable. I have enclosed a UPS Airbill for your convenience.

Thank you for your assistance in this matter.

Very truly yours,



Les H. Stevens

LHS/ns
enclosures (check)

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: 301 SECOND CORP.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

LES H. STEVENS, ESQUIRE

Contact Person

LES H. STEVENS, P.A.

Firm/Company

5301 NORTH FEDERAL HIGHWAY, SUITE 130

Address

BOCA RATON, FLORIDA 33487

City/State and Zip Code

lesstevens@earthlink.net

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

For further information concerning this matter, please call:

LES H. STEVENS, ESQUIRE

Name of Contact Person

At (561) 989-9797

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

16 SEP -8 PM 4: 25
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)
301 SECOND CORP.	FLORIDA	M81015

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CITY CENTER PROPERTIES, INC.	FLORIDA	J89213

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.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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 AUGUST 29, 2016.

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 AUGUST 29, 2016.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

301 SECOND CORP.

Umar Majid
Umar Majid

DIANE MAGID, PRESIDENT

CITY CENTER PROPERTIES,

DIANE MAGID, PRESIDENT

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
301 SECOND CORP.	FLORIDA
_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
CITY CENTER PROPERTIES, INC.	FLORIDA
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Third: The terms and conditions of the merger are as follows:

A. All assets of City Center Properties shall be merged into 301 Second Corp. effective on the date of filing the Articles of Merger with the Secretary of State of Florida.

B. Stockholder ownership shall be calculated based upon the square footage of each property, aggregated and then re-apportioned for percentage of ownership.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*BASED UPON THE RE-APPORTIONMENT AS SET FORTH IN ARTICLE THIRD, NEW
(Attach additional sheets if necessary)
STOCK CERTIFICATES FOR THE SURVIVING CORPORATION WILL BE ISSUED TO ALL
SHAREHOLDERS OF THE MERGED COMPANIES.*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
NO AMENDMENTS TO THE ARTICLES OF INCORPORATION OF 301 SECOND CORP. SHALL BE REQUIRED AS A
RESULT OF THIS MERGER.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: