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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Cypress Revelopment Holdings Two, Inc.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Mark E. Buechele, Esq.

Contact Person

Firm/Company

P.O. Box 552135

Address

Davie, Florida 33355-2135

City/State and Zip Code

MarkBuechele@msn.com

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

For further information concerning this matter, please call:

Mark E. Buechele, Esq.

Name of Contact Person

At (305) 926-7455

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

ARTICLES OF MERGER

(Profit Corporations)

2019 SEP 20 PM 12:49

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)
Cypress Redevelopment Holdings Two, Inc.	Florida	P00000074098

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Cypress Redevelopment Holdings One, Inc.	Florida	P00000074096
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
9/16/2019 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
9/16/2019 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

Cypress Redevelopment
Holdings One, Inc.

Mohr & Buerger

Mark Buechele, Director/President

Cypress Redevelopment
Holdings Two, Inc.

Mach & Brewster

Mark Buechele, Director/President

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## **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> |
|-----------------------------------------------|---------------------|
| <u>Cypress Revelopment Holdings Two, Inc.</u> | <u>Florida</u>      |

**Second:** The name and jurisdiction of each **merging** corporation:

| <u>Name</u>                                   | <u>Jurisdiction</u> |
|-----------------------------------------------|---------------------|
| <u>Cypress Revelopment Holdings One, Inc.</u> | <u>Florida</u>      |
| <u> </u>                                      | <u> </u>            |
| <u> </u>                                      | <u> </u>            |
| <u> </u>                                      | <u> </u>            |
| <u> </u>                                      | <u> </u>            |

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

- (A) Cypress Redevelopment Holdings One, Inc. ("CRHO") and Cypress Redevelopment Holdings Two, Inc. ("Survivor") desire to effect the statutory merger (the "Merger") of CRHO with and into the Survivor, with the Survivor to survive the Merger.
- (B) CRHO shall be merged with and into the Survivor, which shall continue to exist pursuant to the laws of the State of Florida. The Merger shall become effective when filed with the Department of State ("Effective Date"), and thereafter CRHO shall cease to exist and the Survivor shall assume the obligations of CRHO.
- (C) As of the Effective Date, the Articles of Incorporation and the Bylaws of the Survivor shall remain unchanged.
- (D) As of the Effective Date, the officers and directors of the Survivor shall remain unchanged.
- (E) All issued stock of CRHO shall be converted into shares of the Survivor on a pro-rata basis.

**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: Pro-rata conversion as set for in Paragraph 3, subparagraph E (above).

*(Attach additional sheets if necessary)*