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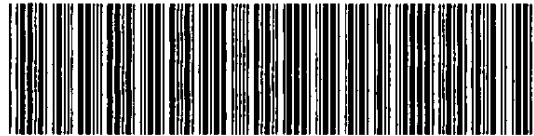
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09 JUL 14 PM 1:10
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

07/21/09

De

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CG OCEANSIDE REALTY, 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:

ROSEMARIE BACALLAO

Contact Person

CG OCEANSIDE REALTY, INC.

Firm/Company

5960 SW 57 AVENUE

Address

MIAMI, FLORIDA 33143

City/State and Zip Code

RBACALLAO@EFCHOLDINGS.COM

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

For further information concerning this matter, please call:

Rosemarie Bacallao

Name of Contact Person

At (305) 455-3360

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

(Profit Corporations)

First: The name and jurisdiction of the **surviving** corporation:

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

SECRETARY OF STATE
TREASURY DEPARTMENT
WASHINGTON, D.C. 20540

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Name of Corporation

Typed or Printed Name of Individual & Title

Cristina de Caterra

CRISTINA POCATERRA, PRESIDENT

Enslinabocatera

CRISTINA POCATERRA, PRESIDENT

PLAN OF MERGER

The following Plan of Merger is submitted in compliance with section 607.1101, F.S. and in accordance with the laws of any applicable jurisdiction of incorporation.

First: Name and jurisdiction of the surviving corporation:

<u>NAME</u>	<u>JURISDICTION</u>
CG OCEANSIDE REALTY, INC.	FLORIDA

Second: Name and jurisdiction of the merging corporation:

<u>NAME</u>	<u>JURISDICTION</u>
SUNRISE 6855, INC	FLORIDA

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

At the effective time of the merger, the Articles of Incorporation and the By-Laws of the surviving corporation shall be and remain the Articles of Incorporation and the By-Laws of the surviving corporation until such time that same are altered, amended or repealed.

At the effective time of the merger, the Board of Directors and the Officers of the surviving corporation shall be and remain the Officers and Directors of the surviving corporation, and they shall hold and remain in office until their successors are elected and qualified.

The shares and stock of the merging company, Inc. shall be converted into shares of stock of the surviving corporation and returned and cancelled. The surviving corporation shall issue 700 new shares of stock in the name of the existing shareholder of the merging company.

At the effective time of the merger, the separate existence of the merging corporation shall cease, and the surviving corporation shall continue and be governed by the laws of the State of Florida, with its identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities unaffected and unimpaired by the merger. The corporate franchises, existence and rights of the merging corporation shall be merged into and fully vested in the surviving corporation. The surviving corporation shall possess all the rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, whether of a public or private nature, and all the debts due to the merging corporation on whatever accounts, and other matters in action belonging to them shall be taken and deemed to be transferred to and vested in the surviving corporation. The title to any property, whether real, personal, mixed, intangible, intellectual, or other, wherever situated, or the ownership of any right, privilege, or value vested in the merging

corporation shall not revert or be lost or adversely affected, or in any way impaired by reason of the merger, but rather shall transfer or vest in the surviving corporation. All rights of creditors and all liens upon the property of the merging corporation shall be preserved unimpaired, limited to the property affected by such liens at the effective time of the merger. All debts, contracts, liabilities, obligations, and duties of the merging corporation shall attach to the surviving corporation, and may be enforced against it to the same extent as if they had been incurred or contracted by the surviving corporation.

Fourth: The manner and basis for 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 for converting 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:

The surviving company shall authorize the issuance of 700 new shares of stock of the surviving company to be issued to the merging company shareholder.