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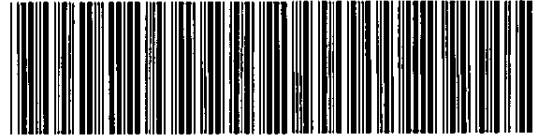
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DATE: 4/13/18

NAME: BRADLEY CORPORATE INVESTMENTS, INC

TYPE OF FILING: MERGER

COST: 70.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE

Abbie Hodge

2018 APR 13 PM 2:56

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Bradley Caldwell, 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:

Terrence J. Herron, Esquire

Contact Person

Hourigan, Kluger & Quinn, P.C.

Firm/Company

600 Third Avenue

Address

Kingston, PA 18704

City/State and Zip Code

therron@hjqclaw.com

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

For further information concerning this matter, please call:

Terrence J. Herron

Name of Contact Person

At (570)

287-3000 (ext 1157)

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

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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)
Bradley Caldwell, Inc.	Pennsylvania	876668

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Bradley Corporate Investments, Inc	Florida	P04000159890

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 April /15 /2018 (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 April 3, 2018

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 April 3, 2018

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)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Bradley Caldwell, Inc.

James L. Bradley, President & CEO

Bradley Corporate Investments,

James L. Bradley, President & CEO

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:

Name

Jurisdiction

Bradley Caldwell, Inc.

Pennsylvania

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Bradley Corporate Investments, Inc.

Florida

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

See Agreement and Plan of Merger Attached

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:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:
N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:
See Agreement and Plan of Merger Attached

AGREEMENT AND PLAN OF MERGER

Agreement and Plan of Merger dated April 3, 2018, by and between BRADLEY CALDWELL, INC., a Pennsylvania business corporation (sometimes referred to as "Bradley Caldwell") and BRADLEY CORPORATE INVESTMENTS, INC., a Florida business corporation (sometimes referred to as "Bradley Corporate").

BACKGROUND:

A. James L. Bradley is the sole member of the Boards of Directors of both Bradley Caldwell and Bradley Corporate, and is the sole Shareholder of both Bradley Caldwell and Bradley Corporate (collectively in the foregoing capacities, the "Undersigned Director and Shareholder"). The Undersigned Director and Shareholder has determined that in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code, Bradley Corporate (Bradley Corporate, in its capacity as the terminating corporation, is sometimes alternatively referred to as the "Terminating Corporation") shall be merged into Bradley Caldwell pursuant to the Business Corporation Laws of the Commonwealth of Pennsylvania constituting a single corporation existing under the laws of the Commonwealth of Pennsylvania. Bradley Caldwell shall be the surviving corporation (Bradley Caldwell, in its capacity as the surviving corporation, is sometimes alternatively referred to as the "Surviving Corporation").

B. The purpose of this merger is cause Bradley Corporate to terminate its separate corporate charter and existence under the laws of the State of Florida and cause Bradley Caldwell to have one corporate charter under the laws of the Commonwealth of Pennsylvania.

C. The Undersigned Director and Shareholder of both Bradley Caldwell and Bradley Corporate (collectively, the "Parties") has approved the merger upon the terms and conditions hereafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the premises and mutual agreements, provisions, and covenants herein set forth, the Parties agree as follows:

1. In accordance with the Business Corporation Law of the Commonwealth of Pennsylvania, on the at the Effective Date (defined below) Bradley Corporate shall be merged (hereinafter called "Merger") into a single corporation existing under the laws of the Commonwealth of Pennsylvania, to wit, Bradley Caldwell, which shall be the Surviving Corporation.

2. The Parties adopt and agree to the following agreements, terms and conditions relating to the Merger:

(a) On the Effective Date of the Merger, the Articles of Incorporation of Bradley Caldwell shall be the Articles of Incorporation of the Surviving Corporation, and such Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the Commonwealth of Pennsylvania. The Articles of Incorporation of Bradley Corporate shall be of no further force or effect.

(b) On the Effective Date of the Merger, the By-Laws of Bradley Caldwell shall be the By-Laws of the Surviving Corporation, and such By-Laws shall continue in full force and effect until amended or changed in the manner therein provided and in the manner prescribed by the provisions of the laws of the Commonwealth of Pennsylvania. The By-Laws of Bradley Corporate shall be of no further force or effect.

(c) On the Effective Date of the Merger, the sole Director and Officers of Bradley Caldwell shall be the sole member of the Board of Directors and the Officers of the Surviving Corporation, all of whom shall hold their respective directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the By-Laws of the Surviving Corporation.

3. Upon the Effective Date of the Merger, the shares of Bradley Corporate shall cease to exist and shall be deemed surrendered, exchanged and replaced by the presently issued and outstanding shares of common stock of Bradley Caldwell.

4. This Agreement and Plan of Merger has been approved on April 3, 2018: (a) by the sole shareholder of Bradley Corporate, the Terminating Corporation, in the manner prescribed by the Florida Business Corporation Act, Section 607.1101, et. seq., Florida Statutes, and (b) by the sole shareholder Bradley Caldwell, the Surviving Corporation, in the manner prescribed by Section 333 of the Pennsylvania Transaction Act (15 Pa. C. S. A. § 333).

5. The sole Director and the proper officers of both the Terminating Corporation and of the Surviving Corporation, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all

instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement and Plan of Merger or of the Merger herein provided.

6. The Merger shall be effective on April 15, 2018 (the "Effective Date").

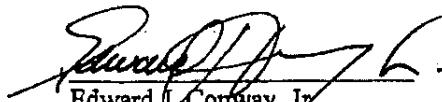
7. Notwithstanding the approval of the Plan of Merger by the shareholders entitled to vote of the Terminating Corporation and the authorization of the Merger upon behalf of the Surviving Corporation, the Merger herein provided for may be abandoned at any time prior to the Effective Date in the event that the Board of Directors of either Bradley Caldwell or Bradley Corporate shall disapprove the Merger before the Effective Date.

8. Subject to abandonment of the Merger as set forth in Paragraph 7 above, the Terminating Corporation and the Surviving Corporation covenant and agree that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the Commonwealth of Pennsylvania and the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the Merger.

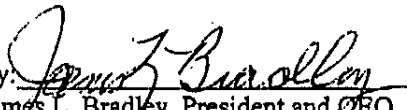
IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed the 3rd day of April, 2018.

Signatures appear on the following page

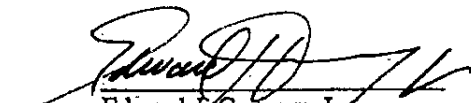
ATTEST:


Edward J. Conway, Jr.
(Assistant) Secretary

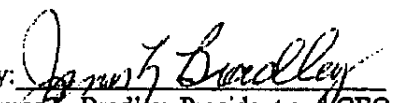
Bradley Caldwell, Inc.

By: 
James L. Bradley, President and CEO

ATTEST:


Edward J. Conway, Jr.
(Assistant) Secretary

Bradley Corporate Investments, Inc.

By: 
James L. Bradley, President and CEO