

PO6000102184

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(City/State/Zip/Phone #)

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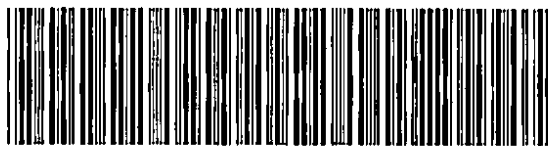
(Business Entity Name)

(Document Number)

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2019 FEB 26 AM 10:57
C. McALISTER
CLERK

MM 08 2019
C. McALISTER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TELESCO CONSTRUCTION COMPANY, INC

Name of Surviving Corporation

2019 FEB 26 AM 10:57
RECEIVED
TELESCO CONSTRUCTION COMPANY
TALLAHASSEE

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

Please return all correspondence concerning this matter to following:

David Bauer

Contact Person

The Bauer Law Office, P.A.

Firm/Company

814 Ponce de Leon Blvd, Ste #210

Address

Coral Gables, Florida 33134

City/State and Zip Code

david@bauerlawpa.com

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

For further information concerning this matter, please call:

David Bauer

At (305) 712-7979

Name of Contact Person

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)

2018 FEB 26 AM 10:57
RECEIVED
RELLA ASSOCIATES, P.L.L.C.

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)
TELESCO CONSTRUCTION COMPANY, INC.	FLORIDA	P06000102184

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
TELESCO ASSOCIATES, INC.	FLORIDA	P96000069126

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 12 31 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 01/01/2019

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 01/01/2019

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

TELESCO ASSOCIATES, INC.

Thomas J. Telesco, Jr.

TELESCO CONSTRUCTION COMPANY, INC.

Thomas J. Telesco, Jr.

PLAN OF MERGER

THIS PLAN OF MERGER is entered into by and between TELESCO ASSOCIATES, INC., a Florida profit corporation (the "Corporation"), and TELESCO CONSTRUCTION COMPANY, INC., a Florida profit corporation (the "Surviving Corporation"), as of January 1, 2019. In consideration of the mutual promises and covenants in this Plan of Merger, the parties agree as follows:

1. The Merger.

1.1 Surviving Entity. Upon the time of filing (the "Effective Time") of the Articles of Merger with the Secretary of State of the State of Florida:

(a) the Corporation shall be merged with and into the Surviving Corporation (the "Merger") in accordance with 607.1109 and 605.1025 of the State of Florida,

(b) the Surviving Corporation shall be the surviving entity of the Merger (hereinafter sometimes called the "Surviving Entity"),

(c) the identity, existence, rights, privileges, powers, franchises, properties, and assets of the Surviving Corporation shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving Entity, and

(d) the identity and separate existence of the Corporation shall cease, and all of the rights, privileges, powers, franchises, properties and asset of the Corporation shall be vested in the Surviving Entity.

1.2 Operating Agreement, Managers, and Members. From and after the Effective Time until amended as provided by law, the Operating Agreement, as amended, of the Surviving Corporation shall be the Operating Agreement of the Surviving Entity, and the managers and members of the LLC immediately prior to the Effective Time shall become the managers and members of the Surviving Entity as of the Effective Time.

1.3 Ownership Conversion. At the Effective Time each share of stock of the Corporation outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action on the part of the Corporation or the Surviving Corporation shall be cancelled; and all of the share of stock of the Surviving Corporation existing prior to the Merger shall remain outstanding issued shares of stock in the Surviving Entity following the Merger.

2. General.

2.1 Condition to the Merger. The Merger shall have been duly authorized by both the Corporation and the Surviving Corporation prior to the filing of Articles of Merger with the Secretary of State of the State of Florida effecting the Merger.

2.2 Termination. Notwithstanding anything herein or elsewhere to the contrary, this Plan of Merger may be terminated and abandoned at any time before the Effective Time, whether

before or after adoption and approval of this Plan of Merger, by the vote of either the officers of the Surviving Corporation or the board of directors of the Corporation. In the event of such termination and abandonment, this Plan of Merger shall forthwith become void and neither party nor its respective officers, directors, managers, members, or stockholders shall have any liability hereunder.

2.3 Counterparts. This Plan of Merger may be in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one instrument.

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

TELESCO ASSOCIATES, INC.,

a Florida profit corporation

By: 

Thomas J. Telesco, Jr., Chairman and President

TELESCO CONSTRUCTION COMPANY, INC.,

a Florida profit corporation

By: 

Thomas J. Telesco, Jr., Chairman and President

STATEMENT OF CONSENT TO ACTION
BY SOLE SHAREHOLDER
OF
TELESCO ASSOCIATES, INC.

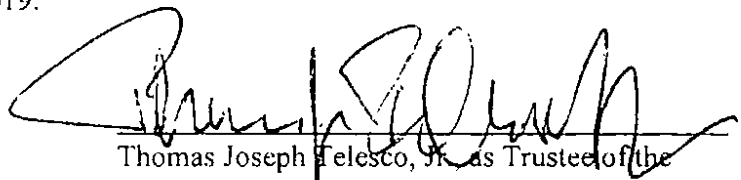
The undersigned, holding all of the shares of the capital stock of TELESCO ASSOCIATES, INC., a Florida corporation, pursuant to section 607.0704, Florida Statutes, does consent to and take the following action in lieu of holding a meeting of shareholders of the corporation, to have the same effect as action taken at a duly called meeting of shareholders at which all shares were present and voting, to wit, the passage of the following resolution:

RESOLVED, that TELESCO ASSOCIATES, INC., along with all assets owned by TELESCO ASSOCIATES, INC., is hereby merged with and into TELESCO CONSTRUCTION COMPANY, INC., a Florida profit company, in accordance with Florida Statute sections 607.1109;

and be it further

RESOLVED, that TELESCO ASSOCIATES, INC., authorizes the President of the corporation, THOMAS J. TELESCO, JR., and/or the Secretary of the corporation, THOMAS J. TELESCO, JR., on behalf of TELESCO ASSOCIATES, INC., to execute and apply the corporate seal to all documents involved in said merger, including but not limited to the Plan of Merger, Articles of Merger, other merger documents, verified copies of this resolution, and to make all further decisions and take all further actions with regard to completing the merger of TELESCO ASSOCIATES, INC., with and into TELESCO CONSTRUCTION COMPANY, INC.;

Dated this 1 day of January 2019.

A handwritten signature in black ink, appearing to read 'Thomas J. Telesco, Jr.', is written over a horizontal line.

Thomas Joseph Telesco, Jr. as Trustee of the
Thomas Joseph Telesco, Jr. Revocable Trust, dated
July 28, 2017, Sole Shareholder of Telesco
Associates, Inc., a Florida profit corporation.

TELESCO ASSOCIATES, INC.

DIRECTORS' WRITTEN CONSENT TO ACTION

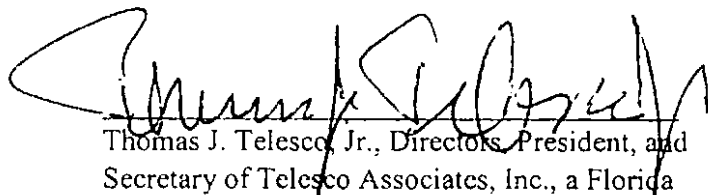
Under section 607.0821 of the Florida Statutes, the undersigned, being the only member of the Board of Directors of TELESCO ASSOCIATES, INC., a Florida corporation, hereby consents to and approves the following action in lieu of holding a meeting of the directors of the corporation, to wit, the passage of the following resolution:

RESOLVED, that TELESCO ASSOCIATES, INC., along with all assets owned by TELESCO ASSOCIATES, INC., is hereby merged with and into TELESCO CONSTRUCTION COMPANY, INC., a Florida profit company, in accordance with Florida Statute sections 607.1109;

and be it further

RESOLVED, that TELESCO ASSOCIATES, INC., authorizes the Chairman, Director, and President of the corporation, THOMAS J. TELESCO, JR., and/or the Secretary of the corporation, THOMAS J. TELESCO, JR., on behalf of TELESCO ASSOCIATES, INC., to execute and apply the corporate seal to all documents involved in said merger, including but not limited to the Plan of Merger, Articles of Merger, other merger documents, verified copies of this resolution, and to make all further decisions and take all further actions with regard to completing the merger of TELESCO ASSOCIATES, INC., with and into TELESCO CONSTRUCTION COMPANY, INC.;

Dated this 1 day of January 2019.

A handwritten signature in black ink, appearing to read 'Thomas J. Telesco, Jr.', is written over a horizontal line.

Thomas J. Telesco, Jr., Directors, President, and
Secretary of Telesco Associates, Inc., a Florida
profit corporation.

**CERTIFICATE OF
CORPORATE RESOLUTION OF
TELESCO ASSOCIATES, INC.**

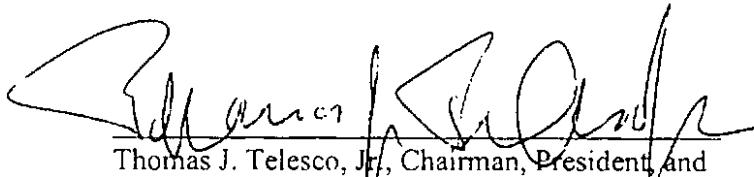
I, THOMAS J. TELESCO, JR., the undersigned Chairman, President, and Secretary of TELESCO ASSOCIATES, INC., a corporation organized and existing under the laws of the State of Florida, do hereby certify that the Board of Directors of said corporation, by unanimous written consent, pursuant to Florida Statute section 607.0821 on January 1, 2019, and the stockholders of said corporation by unanimous written consent pursuant to Florida Statute section 607.0704 on January 1, 2019, both adopted the following resolution and that the said resolution has been entered upon the regular minute book of said corporation, is in accordance with the By-Laws of said corporation, and is now in full force and effect, to wit:

RESOLVED, that TELESCO ASSOCIATES, INC., along with all assets owned by TELESCO ASSOCIATES, INC., is hereby merged with and into TELESCO CONSTRUCTION COMPANY, INC., a Florida profit company, in accordance with Florida Statute sections 607.1109;

and be it further

RESOLVED, that TELESCO ASSOCIATES, INC., authorizes the President of the corporation, THOMAS J. TELESCO, JR., and/or the Secretary of the corporation, THOMAS J. TELESCO, JR., on behalf of TELESCO ASSOCIATES, INC., to execute and apply the corporate seal to all documents involved in said merger, including but not limited to the Plan of Merger, Articles of Merger, other merger documents, verified copies of this resolution, and to make all further decisions and take all further actions with regard to completing the merger of TELESCO ASSOCIATES, INC., with and into TELESCO CONSTRUCTION COMPANY, INC.

IN WITNESS WHEREOF, I have hereunto subscribed my name and affixed the seal of said corporation, this 1 day of January 2019.


Thomas J. Telesco, Jr., Chairman, President, and
Secretary of Telesco Associates, Inc., a Florida
profit corporation.