

B6000123850

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

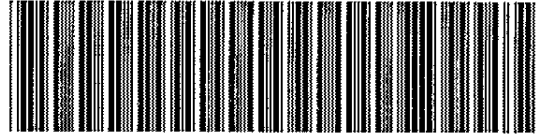
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500085561565

Merger

01/29/07--01037--009 **70.00

FILED

2007 JAN 29 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

2007 JAN 29 AM 11:46

NOT RECORDED
TO ACHIEVE
EFFICIENCY OF FILING

*AJR
1/30/07*

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Fairmont Arcadia, Inc.

Signature _____

Requested by: _____

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- ☒ _____ Merger File _____
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- ☒ _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

FILED

2007 JAN 29 PM 12:10

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER OF
FAIRMONT ARCADIA, INC., A New York corporation
INTO
FAIRMONT ARCADIA, INC., a Florida corporation

The undersigned corporations hereby execute these Articles of Merger for the purpose of merging Fairmont Arcadia, Inc., a New York corporation, into Fairmont Arcadia, Inc., a Florida corporation.

A. The following Plan of Merger was unanimously approved by the Board of Directors and, where applicable, shareholders, of each of the undersigned corporations in the manner prescribed by law:

PLAN OF MERGER

1. Corporations Participating in Merger. The following corporations (Constituent Corporations) propose to merge:

- (a) Fairmont Arcadia, Inc., a New York corporation
- (b) Fairmont Arcadia, Inc., a Florida corporation

Fairmont Arcadia, Inc., a Florida corporation will be the surviving corporation (the "Surviving Corporation"). Fairmont Arcadia, Inc., a New York corporation, is hereinafter referred to as the "Merging Corporation").

2. Name of Surviving Corporation. After the merger, the Surviving Corporation will have the name Fairmont Arcadia, Inc., a Florida corporation.

3. Merger. Pursuant to the terms and conditions of this Plan of Merger, the Merging Corporation will merge into the Surviving Corporation. Upon the effective date of the merger, the corporate existence of the Merging Corporation will cease and the corporate existence of the Surviving Corporation will continue. The time when the merger becomes effective is hereinafter referred to as the "Effective Date".

4. Conversion and Exchange of Shares. On the Effective Date, the outstanding shares of the Constituent Corporation will be converted and exchanged as follows:

- (a) Surviving Corporation. The issued and outstanding shares of the Surviving Corporation will not be converted or altered in any manner as a result of the merger and such shares will remain outstanding as shares of the Surviving Corporation following the Effective Date.

(b) Merging Corporation. The issued and outstanding shares of common stock of the Merging Corporation as of the Effective Date shall be converted as follows:

(1) Any shares of common stock of the Merging Corporation owned by the Surviving Corporation as of the Effective Date shall not be converted in any manner but shall instead be surrendered and extinguished.

(2) Each share of common stock of the Merging Corporation (except for the shares owned by the Surviving Corporation addressed in (b)(1) above) as of the Effective Date shall be converted into 100 share(s) of common stock of the Surviving Corporation, which share(s) of common stock of the Surviving Corporation shall thereupon be issued and outstanding. Should the application of the conversion rights set forth above result in the issuance of a fractional share, such fractional share shall be rounded up to the nearest whole number of shares.

(c) Surrender of Certificates of Merging Corporation. After the Effective Date, each holder of certificates for shares of common stock of the Merging Corporation shall surrender them to the Surviving Corporation or to its duly appointed agent, in such manner as the Surviving Corporation shall legally require. Upon receipt of such share certificates, the Surviving Corporation shall issue in exchange therefor certificates for shares of its common stock representing the number of shares of such stock to which such holder is entitled as provided above.

5. Amendments to Articles of Incorporation. The Articles of Incorporation of the Surviving Corporation shall not be amended.

6. Abandonment. After approval of this Plan by the shareholders and directors of the Merging Corporation and the shareholders and directors of the Surviving Corporation, and at any time prior to the merger becoming effective, the Board of Directors of the Surviving Corporation may, in their discretion, abandon the merger.

7. Effective Date. For purposes of Florida law, this merger shall become effective upon the filing of the Articles of Merger with the Florida Secretary of State.

(a) As to the merging corporation the Plan of Merger was duly approved by its shareholders on 12/29, 2006, pursuant to applicable Florida law and applicable New York law.


(b) As to the surviving corporation the Plan of Merger was duly approved by

its shareholders on 12/29, 2006, pursuant to applicable Florida law.

In witness whereof, the corporations have executed these Articles this 29 day of
December, 2006.

Attest:

By:


Hans-Joerg Schnitzer, Secretary

Fairmont Arcadia, Inc., a New York
Corporation

By:


Hans-Joerg Schnitzer, President

Fairmont Arcadia, Inc., a Florida
Corporation

Attest:

By: R. Schnitzer
Rosemarie Schnitzer, Secretary

By: Hans-Joerg Schnitzer
Hans-Joerg Schnitzer, President