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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

66 North Broadway Nyack Corp.

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December 13, 2006

FLORIDA DEPARTMENT OF STATE
Division of Corporations

66 NORTH BROADWAY NYACK CORP.
6302 SILK DOGWOOD LANE
GREENACRES, FL 33463US

SUBJECT: 66 NORTH BROADWAY NYACK CORP.
REF: P06000150706

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ARTICLES OF MERGER 2006 DEC 14 PM 2:31

The following Articles of Merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
66 North Broadway Nyack Corp.	Florida	P06000150706

SECOND: The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
66 North Broadway Nyack Corp.	New York	N/A

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective as of December 29, 2006.

FIFTH: The Plan of Merger was approved by the Board of Directors of the surviving corporation on December 13, 2006 and shareholder approval was not required.

SIXTH: The attached Plan of Merger was approved by the Board of Directors of the merging corporation on December 13, 2006 and shareholder approval was not required.

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Corporation</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual and Title</u>
66 North Broadway Nyack Corp., a New York corporation	By: <u>Mildred Schoenberg</u>	Mildred Schoenberg, President
66 North Broadway Nyack Corp., a Florida corporation	By: <u>Mildred Schoenberg</u>	Mildred Schoenberg, President

AGREEMENT AND PLAN OF MERGER

by and between

66 NORTH BROADWAY NYACK CORP., a Florida corporation

and

66 NORTH BROADWAY NYACK CORP., a New York corporation

THIS AGREEMENT AND PLAN OF MERGER, dated as of December 13, 2006, between 66 NORTH BROADWAY NYACK CORP., a New York corporation ("66 Nyack NY"), and 66 NORTH BROADWAY NYACK CORP., a Florida corporation ("66 Nyack FL"), such corporations being sometimes referred to herein together as the "Corporations".

WITNESSETH:

WHEREAS, 66 Nyack NY was incorporated under the laws of the State of New York on July 3, 1987 under the name 66 NORTH BROADWAY NYACK CORP. and the authorized capital stock of 66 Nyack NY consists of 1,000 shares of common stock, \$1.00 par value per share ("New York Common Stock"), of which 500 shares were issued and outstanding on the date hereof;

WHEREAS, 66 Nyack FL was incorporated under the laws of the State of Florida on December 29, 2006, and the authorized capital stock of 66 Nyack FL consists of 1,000 shares of common stock, par value \$1.00 per share ("Florida Common Stock") none of which have yet been issued;

WHEREAS, the respective Boards of Directors of the Corporations have determined that it is in the best interests of each of the corporations and their respective shareholders that 66 Nyack NY merge with and into 66 Nyack FL (the "Merger"), pursuant to provisions of the Florida Business Corporation Act, specifically Section 607.1101, Florida Statutes ("FBCA"), and the provisions of the New York Business Corporation Law, specifically 904-a ("NYBCL"), with 66 Nyack FL to be the surviving corporation of the Merger and to continue existence under the FBCA;

WHEREAS, for U.S., federal income tax purposes, it is intended that the Merger qualify as a tax-free reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended; and

WHEREAS, the respective Boards of Directors of the Corporations, by resolutions duly adopted, have approved this Agreement.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements set forth herein, the Corporations hereby agree as follows:

**ARTICLE ONE
MERGER**

1.1 On the Effective Date (as defined in Section 1.6), and in accordance with the provisions of the FBCA and the NYBCL, 66 Nyack NY shall be merged with and into 66 Nyack FL, which shall be the surviving corporation (the "Surviving Corporation") of the

Merger. The name of the Surviving Corporation is, and on and after the Effective Date shall continue to be, "66 North Broadway Nyack Corp."

1.2 On the Effective Date, the separate existence of 66 Nyack NY shall cease, 66 Nyack NY and 66 Nyack FL shall be a single corporation and the Surviving Corporation shall possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the Corporations; and all and singular, the rights, privileges, powers and franchises of each of the Corporations, and all property, real, personal and mixed, and all debts due to either of the Corporations on whatever account, as well for stock subscriptions, as all other things in action or belonging to or due to each of the Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of the Corporations, and title to any real estate or interest therein, vested by deed or otherwise in either of the Corporations, shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and any liens upon the property of either of the Corporations shall be preserved unimpaired and all debts, liabilities and duties of each of the Corporations shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding, whether civil, criminal or administrative, pending by or against either of the Corporations shall be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in such action or proceeding in place of either of the Corporations.

1.3 From time to time after the Effective Date, the last acting officers of 66 Nyack NY or the corresponding officers of the Surviving Corporation may, in the name of 66 Nyack NY, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other actions, as the Surviving Corporation, or its successors or assigns, may deem necessary or desirable in order to vest in, or perfect or confirm to, the Surviving Corporation and its successors and assigns, title to, and possession of, all of the property, rights, privileges, powers and franchises referred to in Section 1.2 and otherwise to carry out the intent and purposes of this Agreement.

1.4 All corporate acts, plans, policies, approvals and authorizations of 66 Nyack NY, its shareholders, Board of Directors, committees elected or appointed by its Board of Directors, officers and agents, which are valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, approvals and authorizations of the Surviving Corporation and shall be as effective and binding on the Surviving Corporation as they were with respect to 66 Nyack NY. The employees of 66 Nyack NY shall become the employees of the Surviving Corporation and shall continue to be entitled to the same rights and benefits which they enjoyed as employees of 66 Nyack NY.

1.5 On and after the Effective Date, (a) the Articles of Incorporation and By-Laws of 66 Nyack FL, as in effect on the date hereof, shall continue to be the Articles of Incorporation and By-Laws of the Surviving Corporation, unless and until they are thereafter duly altered,

amended or repealed, as provided therein or by law, and (b) the persons serving as directors and officers of 66 Nyack FL immediately prior to the Effective Date shall be the directors and officers, respectively, of the Surviving Corporation until their respective successors shall have been elected and shall have been duly qualified or until their earlier death, resignation or removal.

1.6 If this Agreement is approved and adopted by the Directors of 66 Nyack NY and the Directors of 66 Nyack FL and this Agreement is not abandoned or terminated as permitted by Article Five, this Agreement shall be certified, filed with the Secretary of State of Florida and recorded in accordance with the FBCA and the Articles of Merger shall be signed, verified and filed with the Secretary of State of NY in accordance with the NYBCL. The Merger shall become effective on the date on which the last of such filings is made, which date is referred to herein as the "Effective Date".

**ARTICLE TWO
COVENANT OF THE SURVIVING CORPORATION
TO COMPLY WITH CERTAIN PROVISIONS OF NEW YORK LAW**

The Surviving Corporation shall comply with the provisions of the NYBCL in that (i) the Surviving Corporation agrees that it may be sued in the State of New York for any prior obligation of any corporation to the merger that was organized under New York law, and for enforcement of any obligation of the Surviving Corporation arising from the merger; (ii) the Surviving Corporation appoints the Secretary of State of New York as its agent for service of process in such proceeding at 41 State Street, Albany, NY 12231; and (iii) the Surviving Corporation agrees that it shall promptly pay to any dissenting shareholders of 66 Nyack NY the amount, if any, to which they shall be entitled as a result of the Merger under the provisions of the NYBCL with respect to the rights of dissenting shareholders.

**ARTICLE THREE
CONVERSION OF SHARES**

The manner and basis of converting the shares of New York Common Stock shall be as follows:

3.1 On the Effective Date, each share of New York Common Stock issued and outstanding on the Effective Date shall thereupon be converted into and exchanged for one share of Florida Common Stock.

3.2 On and after the Effective Date, each holder of a certificate evidencing issued and outstanding shares of New York Common Stock must surrender such certificate to 66 Nyack FL and, upon such surrender, such holder shall be entitled to receive a certificate evidencing the same number of shares of Florida Common Stock as the number of shares of New York Common Stock formerly evidenced by the certificate surrendered. Until so surrendered, each certificate which evidenced shares of New York Common Stock on the Effective Date shall be deemed for all purposes to evidence the ownership of the shares of Florida Common Stock into

which such shares were converted by virtue of the Merger. No service charge, brokerage commission or stock transfer tax shall be payable by any holder of shares of New York Common Stock in connection with the issuance of certificates evidencing shares of Florida Common Stock, except that, if any such certificate is to be issued in a name other than that in which the certificate surrendered for exchange is registered, it shall be a condition of such issuance that the certificate so surrendered shall be properly endorsed or otherwise in proper form for transfer and that the person requesting such issuance shall pay any transfer or other taxes required by reason of the issuance of the Florida Common Stock certificate in a name other than that of the registered holder of the certificate surrendered, or establish to the satisfaction of 66 Nyack FL or its transfer agent that such tax has been paid or is not applicable. 66 Nyack FL shall have the right to rely upon the stock records of 66 Nyack NY as to the ownership of shares of Florida Common Stock on the Effective Date.

3.3 66 Nyack NY shall not record on its books any transfer of certificates representing issued and outstanding shares of New York Common Stock on or after the Effective Date.

ARTICLE FOUR CONDITIONS

The consummation of the Merger is subject to the satisfaction prior to the Effective Date that no governmental authority or other third party shall have instituted or threatened any action or proceeding against 66 Nyack NY or 66 Nyack FL to enjoin, hinder or delay, or to obtain damages or other relief in connection with, the transactions contemplated by this Agreement and no action shall have been taken by any court or governmental authority rendering 66 Nyack NY or 66 Nyack FL unable to consummate the transactions contemplated by this Agreement.

ARTICLE FIVE AMENDMENT AND WAIVER

Prior to the Effective Date, this Agreement may be amended or modified in any manner, as may be determined in the judgment of the respective Boards of Directors of the Corporations to be necessary, desirable or expedient in order to clarify the intention of the parties hereto or to effect or facilitate the filing, recording or official approval of this Agreement and the Merger in accordance with the purposes and intent of this Agreement. Any failure of either of the Corporations to comply with any of the agreements set forth herein may be expressly waived in writing by the other Corporation.

66 NORTH BROADWAY NYACK CORP.,
a New York corporation

By: Mildred Schoenberg
Mildred Schoenberg, President

66 NORTH BROADWAY NYACK CORP.,
a Florida corporation

By: Mildred Schoenberg
Mildred Schoenberg, President

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