

POTOMAC 41905

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03/11/18--01014--038 \*\*78.75

*Merger*

R. WHITE  
SEP 17 2018

**FILED**  
2018 SEP 11 PM 1:09  
SECRETARY OF STATE  
TALLAHASSEE, FL

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

USA Poalim-Abus One, Inc.

**SUBJECT:** \_\_\_\_\_  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Benjamin Miller

\_\_\_\_\_  
Contact Person

George D. Perlman, P.A.

\_\_\_\_\_  
Firm/Company

1441 Brickell Avenue

\_\_\_\_\_  
Address

Miami, Florida 33131

\_\_\_\_\_  
City/State and Zip Code

ben@gplawintl.com

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

For further information concerning this matter, please call:

Benjamin Miller

305

374-5646

At ( )

\_\_\_\_\_  
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)

FILED

2018 SEP 11 PM 1:09

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

TALLAHASSEE, FL

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
USA Poalim-Abus One, Inc.	Florida	P07000041905

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Hallandale Financing, Inc.	Florida	P10000033926

**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** 7 / 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 7/31/2018

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 7/31/2018

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)

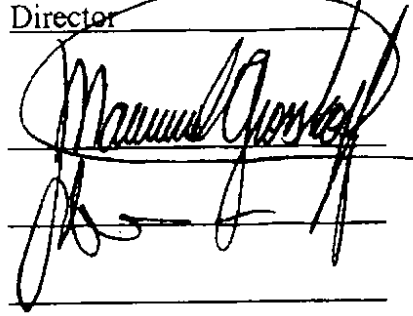
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

USA Poalim-Abus One, Inc.

A handwritten signature in black ink, appearing to read 'Manuel Grosskopf', is written over the signature line for USA Poalim-Abus One, Inc. The signature is stylized with a large 'M' and a long horizontal stroke.

Manuel Grosskopf, President

Hallandale Financing, Inc.

Jonathan Laoui, President

# **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

USA Poalim-Abus One, Inc.

Florida

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

Name

Jurisdiction

Hallandale Financing, Inc.

Florida

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

Hallandale Financing, Inc. will merge into USA Poalim-Abus One, Inc., and will cease to exist. USA Poalim-Abus One, Inc. will be the surviving entity and will assume all the obligations of Hallandale Financing, Inc.

**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:

There will be a pro-rata issuance of shares of USA Poalim-Abus One, Inc., to the holders of the shares of Hallandale Financing, Inc., upon surrender of its shares. This merger is being carried out pursuant to Fla. Stat. §607.1101. The title to all property owned by the merging corporation will be vested in the surviving corporation. The surviving corporation will be responsible and liable for all liabilities and obligations of the merging corporation and any claim, existing or action or proceeding pending by or against the merging corporation may be continued as if the merger did not occur, and neither the rights of creditors nor any liens upon any of the parent company's properties will be impaired by this merger.