

P08000088645

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2008 OCT -1 PM 2:02

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger

TB

10/8/08

PAUL RAMPPELL

Attorney

400 Royal Palm Way, Suite 410
Palm Beach, FL 33480
phone (561) 833-1116
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E-mail
paul@rampell-law.com

September 30, 2008

By Fed Ex

Amendment Section
Division of Corporations, Florida
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: BWA Ambassador, Inc.
FL Sec. of State Filing No. P08000088645

Dear Sir or Madam:

I deliver herewith the following original documents for filing:

1. Cover Letter to Amendment Section;
2. Articles of Merger for BWA Ambassador, Inc., the surviving Florida corporation, and B-W Ambassador, Inc., the merging Massachusetts corporation;
3. Florida Plan of Merger and (counter-part) Massachusetts Plan of Reorganization and Merger.

Also enclose is my check in the amount of \$78.75 payable to the Florida Department of State to cover (a) the \$35.00 filing fee for the merger, (b) the \$35.00 filing fee for the surviving corporation, and (c) \$8.75 for a certified copy.

If anything further is required, please call me immediately.

Very truly yours,


Paul Rampell

Enclosures

Cc: Ms. Agnes E. Kull, CPA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BWA Ambassador, 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:

Paul Rampell, Esq.

(Contact Person)

Paul Rampell, Lawyer

(Firm/Company)

400 Royal Palm Way, Suite 410

(Address)

Palm Beach, FL 33480

(City/State and Zip Code)

For further information concerning this matter, please call:

Paul Rampell, Esq.

(Name of Contact Person)

At (561) 833.1116

(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)

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) |
|----------------------|---------------------|--|
| BWA Ambassador, Inc. | Florida | |

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

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|----------------------|---------------------|--|
| B-W Ambassador, Inc. | Massachusetts | |
| | | |
| | | |
| | | |
| | | |

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 Oct / 1 / 2008 (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.)

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on October 1, 2008 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 October 1, 2008.

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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2008 OCT -1 PM 2:02
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Name of Corporation

Typed or Printed Name of Individual & Title

B-W Ambassador, Inc.

Putnam Sign

Robert M. Siff, President

BWA Ambassador, Inc.

Rulon, Sup

Robert M. Siff, 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

BWA Ambassador, Inc.

Florida

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

Name

Jurisdiction

B-W Ambassador, Inc.

Massachusetts

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

The merger is strictly a stock for stock transaction to qualify as a tax-free exchange under Section 368 (a)(1)(A) and/or other provisions of the Internal Revenue Code.

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:

1,254 shares of common stock of B-W Ambassador, Inc. of Massachusetts owned by Robert M. Siff are being exchanged or converted to 10,000 shares of common stock of BWA Ambassador, Inc. owned by Robert M. Siff.

(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:

No amendments are necessary.

OR

Restated articles are attached:

No restated articles are necessary as the existing articles of incorporation for the surviving corporation shall suffice for all purposes.

Other provisions relating to the merger are as follows:

PLAN OF REORGANIZATION AND MERGER

THIS PLAN OF REORGANIZATION AND MERGER (the "Plan" is entered into this 1st day of October, 2008 by and between BWA AMBASSADOR, INC. ("Ambassador"), a Florida corporation, and B-W Ambassador, Inc. ("B-W"), a Massachusetts corporation.

WITNESSETH

WHEREAS, Ambassador and B-W desire that B-W merge into Ambassador in a tax-free reorganization pursuant to M.G.L. c. 156D, Section 11.02 and Section 368(a) (1) (A) of the Internal Revenue Code of 1986, as amended (the "Reorganization"); and

WHEREAS, as of the date hereof, all of the issued and outstanding shares of capital stock of Ambassador and B-W are owned by Robert M. Siff.

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and legal sufficiency of which is hereby acknowledged, the parties to this Plan, in consideration of mutual covenants and agreements hereinafter contained, do hereby proscribe the terms and conditions of said reorganization and the motive carrying same into effect, as follows:

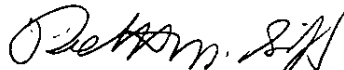
1. Effective Date. The merger provided for in this Agreement shall become effective as of October 1, 2008 (the "Effective Date").
2. Merger. Effective as of the Effective Date, B-W shall be merged with and into Ambassador in accordance with Section 607.1105, Florida Statutes. Ambassador shall be the surviving entity. The separate existence of B-W shall cease as of the Effective Date.
3. Name. The name of the surviving corporation shall be BWA Ambassador, Inc.
4. Articles of Incorporation. The Articles of ~~Incorporation~~ of Ambassador as in effect on the Effective Date shall be the Articles of ~~Incorporation~~ of Ambassador from and after the Effective Date, subject to the right of Ambassador to amend its Articles of Organization in accordance with the laws of the state of Florida.
5. Bylaws. The Bylaws of Ambassador as in effect on the Effective Date shall continue in effect after the Effective Date.
6. Exchange. The outstanding common stock of B-W shall be converted into, and be exchanged for, 10,000 shares of the issued and outstanding common stock of Ambassador.

7. Exchange of Certificates. On the Effective Date, the sole shareholder of B-W common stock shall surrender all outstanding certificates representing such shares and shall receive in exchange a certificate representing an equal number of shares of Ambassador common stock.


8. Approval. This Plan has been approved by the sole stockholder and all of the directors of Ambassador and B-W.

IN WITNESS WHEREOF, the parties hereto have executed this Plan under seal as of the date first above written.

BWA AMBASSADOR, INC.

By: 
Robert M. Siff, President, Treasurer and
Sole Shareholder

B-W AMBASSADOR, INC.

By: 
Robert M. Siff, President, Treasurer and
Sole Shareholder