# P10000053315

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| COMPDIRECT AGEN<br>515 EAST PARK AVE<br>TALLAHASSEE, FL<br>222-1173 | NUE               | merly CCRS)                           |                             |  |
|---|-------------------|---------------------------------------|-----------------------------|--|
| FILING COVER S<br>ACCT. #FCA-14                                     | H <sub>E</sub> ET |                                       |                             |  |
| CONTACT:  | KATIE WO          | NSCH                                  |                             |  |
| DATE:   | <u>06/28/2010</u> |                                       |                             |  |
| REF. #:   | 001495.127377     |                                       |                             |  |
| CORP. NAME:   | VANMARC           | REALTY CORP.                          |                             |  |
| ( ) ARTICLES OF INCOR   | RPORATION         | ( ) ARTICLES OF AMENDMENT             | ( ) ARTICLES OF DISSOLUTION |  |
| ( ) ANNUAL REPORT   |                   | ( ) TRADEMARK/SERVICE MARK            | ( ) FICTITIOUS NAME         |  |
| ( ) FOREIGN QUALIFIC  | ATION             | ( ) LIMITED PARTNERSHIP               | ( ) LIMITED LIABILITY       |  |
| ( ) REINSTATEMENT   |                   | ( XX ) MERGER                         | ( ) WITHDRAWAL              |  |
| ( ) CERTIFICATE OF CA   | ANCELLATION       |                                       |                             |  |
| STATE FEES PR   | EPAID WI          | TH CHECK# <u>535457 &amp; 63152</u> ] | FOR \$ <u>78.75</u>         |  |
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Examiner's Initials



### FLORIDA DEPARTMENT OF STATE Division of Corporations

June 28, 2010

CORPDIRECT AGENTS, INC

TALLAHASSEE, FL

SUBJECT: VANMARC REALTY CORP.

Ref. Number: F04000002665

PLEASE GIVE ORIGINAL SUBMISSION
DATE AS FILE DATE.

We have received your document for VANMARC REALTY CORP. and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

This corporation filed a withdrawal last week. You cannot file a merger on a corporation that is not active with the state of Florida.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6903.

Cheryl Coulliette Regulatory Specialist II

Letter Number: 510A00015821

PLEASE GIVE ORIGINAL SUBMISSION DATE AS FILE DATE.

TO ACKNOWLEDGE SUFFICIENCY OF FILING RECEIVED

DEPARTMENT OF STATE
DIVIDING OF CONSORATIONS

2010 JUN 29 PH 3: 47

# **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 <u>surviving</u> corporation:

| Name  | Jurisdiction   | Document Number (If known/ applicable)               |
|---|--|--|
| Vanmarc Realty Corp.  | Florida  | P10000053315   |
| <b>Second:</b> The name and jurisdiction of e   | each merging corporation:                              | :  |
| Name  | <u>Jurisdiction</u>                                    | Document Number (If known/applicable)                |
| Vanmarc Realty Corp.  | New York   |  |
|   |  | SECRETARY OF TALLLAHASSEE.                           |
| Third: The Plan of Merger is attached.  Fourth: The merger shall become effect Department of State. | ctive on the date the Article                          | es of Merger are filed with the Florida              |
|   | ecific date. NOTE: An effectiv                         | e date cannot be prior to the date of filing or more |
| <b>Fifth:</b> Adoption of Merger by <u>survivir</u> . The Plan of Merger was adopted by the         | ng corporation - (COMPLE                               |  |
| The Plan of Merger was adopted by the and shareho   | board of directors of the solder approval was not requ | <del>-</del> -                                       |
| <b>Sixth:</b> Adoption of Merger by <u>merging</u> The Plan of Merger was adopted by the            |  |  |
| The Plan of Merger was adopted by the   | board of directors of the n                            |  |

# Name of Corporation Signature of an Officer or Director Vanmarc Realty Corp. [NY] Vanmarc Realty Corp. [FL] Anthony Verderame President Anthony Verderame 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 <u>surviving</u> corporation:  |  |  |  |
|--|--|--|--|
| <u>Name</u>  | <u>Jurisdiction</u>                                  |  |  |
| Vanmarc Realty Corp.   | Florida  |  |  |
| Second: The name and jurisdiction of each mergin   | ng corporation:                                      |  |  |
| Name   | Jurisdiction   |  |  |
| Vanmarc Realty Corp.   | New York   |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  |  |  |  |
|  | ,  |  |  |
| <b>Third:</b> The terms and conditions of the merger are The sole shareholder of Vanmarc Realty Corp. [FL] for each share of Vanmarc Realty Corp. [N | [NY] shall receive one share of Vanmarc Realty Corp. |  |  |

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:

The surviving corporation shall issue one of its shares in exchange for each share of the merging corporation. The surviving corporation shall assume all rights and obligations of the merging corporation.

(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: N/A

## <u>OR</u>

Restated articles are attached:

Other provisions relating to the merger are as follows: N/A