

P10000091220

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

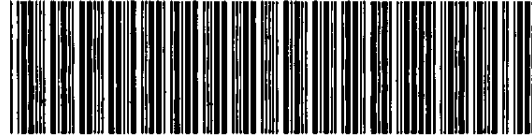
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400283334474

03/22/16--01025--025 \*\*87.50

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
16 MAR 22 PM 12:51

MAR 29 2016

C LEWIS



**SILVER**  
LAW GROUP

March 21, 2016

87889 Overseas Highway  
P. O. Box 710  
Islamorada, Florida 33036

Phone: 305-664-3363  
Fax: 305-664-3365

**VIA U.S. Mail (Certified) to:**

Amendment Section  
Division of Corporations, State of Florida  
P.O. Box 6327  
Tallahassee, FL 32314

**VIA FedEx (Overnight) to:**

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

**Re: LEONARDO CORPORATION: Articles of Merger & Plan of Merger**

To Whom It May Concern:

Please be advised that the undersigned attorney represents Leonardo Corporation, a Florida Corporation with regards to its merger with Leonardo Corporation, a New Hampshire Corporation. Please find enclosed a copy of the *Articles of Merger* and the *Plan of Merger* executed by the respective companies, in addition to a check in the amount of Eighty-Seven Dollars and Fifty Cents (\$87.50) representing the filing fee for each corporation in addition to the requisite funds for two certified copies of the merger documents once filed.

In an effort to expedite the filing of these documents, we have sent a copy of the documents via U.S. Certified Mail to the mailing address above, as well as FedEx Overnight to your department's physical address listed above. Please note, the check will only be included in the copy sent via FedEx. Thank you in advance for your assistance in the timely filing of these documents. If you should have any questions or concerns, please do not hesitate to contact me at (305) 664-3363.

Very truly yours,

JOHN W. ANNESSER, ESQ.

The Silver Law Group, P.A.

P.O. Box 710

Islamorada, FL 33036

(305) 664-3363 Telephone

(305) 664-3365 Fax

[JAnnesser@silverlawgroup.com](mailto:JAnnesser@silverlawgroup.com) - primary

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** LEONARDO CORPORATION, a Florida Corporation  
\_\_\_\_\_  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

JOHN W. ANNESSER, ESQ.  
\_\_\_\_\_  
Contact Person

THE SILVER LAW GROUP, P.A.  
\_\_\_\_\_  
Firm/Company

PO BOX 710  
\_\_\_\_\_  
Address

ISLAMORADA, FLORIDA 33036  
\_\_\_\_\_  
City/State and Zip Code

JANNESSE@SILVERLAWGROUP.COM  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

JOHN W. ANNESSER, ESQ. At ( 305 ) 664-3363  
\_\_\_\_\_  
Name of Contact Person Area Code & Daytime Telephone Number

- 2 Copies (Certified) = \$17.50

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)
LEONARDO CORPORATION	FLORIDA	P10000091220
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
LEONARDO CORPORATION	NEW HAMPSHIRE	270587
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

FILED STATE  
 SECRETARY OF CORPORATIONS  
 DIVISION  
 16 MAR 22 PM 12:51

**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** \_\_\_\_/\_\_\_\_/\_\_\_\_ (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 March 21, 2016.

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 March 21, 2016.

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

Leonardo Corporation (Fla.)



Andrea Rossi, as its CEO

Leonardo Corporation (N.H.)



Andrea Rossi, as its President

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
16 MAR 22 PM 12:51

**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:

<u>Name</u>	<u>Jurisdiction</u>
LEONARDO CORPORATION	FLORIDA
_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>
LEONARDO CORPORATION	NEW HAMPSHIRE
_____	_____
_____	_____
_____	_____
_____	_____

FILED  
SECRETARY OF STATE  
DIVISION  
16 MAR 22 PM 12:51

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

\* SEE "PLAN OF MERGER" for Leonardo Corporation, a New Hampshire Corporation and Leonardo Corporation, a Florida Corporation attached hereto as Exhibit "A."

**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:

*(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:

\* SEE "PLAN OF MERGER" for Leonardo Corporation, a New Hampshire Corporation and Leonardo Corporation, a Florida Corporation attached hereto as Exhibit "A."

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

\*SEE "PLAN OF MERGER" of Leonardo Corporation, a New Hampshire Corporation and Leonardo Corporation, a Florida Corporation attached hereto as Exhibit "A."

**PLAN OF MERGER**

**Leonardo Corporation, a New Hampshire Corporation  
and,  
Leonardo Corporation, a Florida Corporation.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

16 MAR 22 PM 12:51

This Agreement of Merger is made and entered into on the 21<sup>st</sup> day of March, 2016, by and between LEONARDO CORPORATION, a New Hampshire Corporation (the "N.H. Corporation"), and LEONARDO CORPORATION, a Florida Corporation (the "Fla. Corporation").

**WITNESSETH:**

**WHEREAS**, the N.H. Corporation, LEONARDO CORPORATION, is a Corporation organized and existing under the laws of the State of New Hampshire, its Certificates of Incorporation having been filed in the Office of the Secretary of the State of New Hampshire, Corporation Division on April 22, 1997.

**WHEREAS**, the Fla. Corporation, LEONARDO CORPORATION, is a Corporation organized and existing under the laws of the State of Florida, its Certificates of Incorporation having been filed in the Office of the Secretary of the State of Florida, Division of Corporations on November 8, 2010.

**WHEREAS**, both the Fla. Corporation and the N.H. Corporation are owed entirely by a single common owner.

**WHEREAS**, the Board of Directors of each of the constituent corporations deems it advisable that the N.H. Corporation be merged into the Fla. Corporation on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of New Hampshire and the State of Florida respectively, which permit such merger.

**NOW, THEREFORE**, in consideration of the premises and of the agreements, covenants and provisions hereinafter contained, the New Hampshire Corporation and the Florida Corporation, by their respective Boards of Directors, have agreed and do hereby agree, each with the other as follows:

**ARTICLE I:**

The Florida Corporation and the New Hampshire Corporation shall be merged into a single corporation, in accordance with the applicable provisions of the laws of the State of New



Hampshire and of the State of Florida, by the New Hampshire Corporation merging into the Florida Corporation, which shall be the surviving Corporation.

**ARTICLE II:**

Upon the merger becoming effective as provided in the applicable laws of the State of Florida and of the State of New Hampshire:

1. The two constituent Corporations shall be a single corporation, which shall be LEONARDO CORPORATION, a Florida Corporation, as the surviving Corporation and the separate existence of LEONARDO CORPORATION, a New Hampshire Corporation shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.

Notwithstanding the above, for any purpose other than the recordation of the Agreement of Merger and any other purpose accustomed by the State of Florida, to the extent permitted by the laws of the State of Florida, the Agreement of Merger shall be deemed retroactively effective as of January 1, 2015.

**ARTICLE III:**

The Certificate of Incorporation of LEONARDO CORPORATION, a Florida Corporation shall not be amended in any respect by reason of this Agreement of Merger.

**ARTICLE IV:**

The manner of converting the outstanding shares of each of the constituent Corporations shall be as follows:

The aggregate outstanding shares of the New Hampshire Corporation shall be redeemed and shall cease to exist. The aggregate outstanding shares of the Florida Corporation shall remain unaffected by the merger.

**ARTICLE V:**

The surviving Corporation agrees that it may be served with process in the State of New Hampshire in any proceeding for enforcement of any obligation of any constituent Corporation of New Hampshire, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to provisions of the laws of the State of New Hampshire, and irrevocably appoints the Secretary of State of New Hampshire as its agent to accept service of process in any such proceeding. The Secretary of State shall mail any such process to the surviving corporation at 1331 Lincoln Road, Apt. 505, Miami Beach, Florida 33139.

**IN WITNESS WHEREOF**, the Florida Corporation and the New Hampshire Corporation, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors have caused this Agreement of Merger to be executed by an authorized officer of each party thereto.



\_\_\_\_\_  
Leonardo Corporation, Inc. a N.H. corporation  
(non-surviving Corporation)

By its: President  
Authorized Officer/Title

Name: Andrea Rossi  
Print or Type



\_\_\_\_\_  
Leonardo Corporation, a Florida corporation  
(surviving Corporation)

By its: CEO  
Authorized Officer/Title

Name: Andrea Rossi  
Print or Type