

P11000053835

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C LEWIS



LAW OFFICE OF  
**DANIEL W. GRIMM**  
LICENSED IN NY & NJ

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(631) 456-3800

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MONTAUK, NY 11954  
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DGRIMM@GRIMMLEGAL.COM

AUGUST 27, 2015

Amendment Section  
Division of Corporations  
PO Box 6327  
Tallahassee, FL 32314

Re: **MONTAUK VILLAGE PROPERTIES INC**

Dear Sir or Madam:

My name is Daniel Grimm, I represent the above-captioned corporation in the attached Articles of Merger transaction.

Please return all correspondence concerning this matter to:

Daniel Grimm, Esq.  
PO Box 1357  
Montauk, NY 11954  
dgrimm@grimmlegal.com

For further information concerning this matter, please call me at: (631) 456-3800.

Please send a *Certified Copy*.

Very truly yours,

DANIEL GRIMM, ESQ.  
ATTORNEY & COUNSELOR

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# Articles of Merger

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**MONTAUK VILLAGE PROPERTIES INC.,**  
a Florida Corporation

*AND*

**MONTAUK VILLAGE PROPERTIES INC.,**  
a New York Corporation

*INTO*

**MONTAUK VILLAGE PROPERTIES INC.,**  
a New York Corporation

*PURSUANT TO SECTIONS 607.1109 & 617.0302 OF THE FLORIDA STATUTES*

Filed by

DANIEL GRIMM, ESQ.  
732 Montauk Hwy  
PO Box 137  
Montauk, NY 11954

## ARTICLES OF MERGER

**FIRST:** The merging parties are:

MONTAUK VILLAGE PROPERTIES INC, a Florida Corporation *P11000053835*

MONTAUK VILLAGE PROPERTIES INC, a New York Corporation

**SECOND:** The surviving party is:

MONTAUK VILLAGE PROPERTIES INC, a New York Corporation

**THIRD:** The Plan of Merger was approved by each corporation that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620 of the Florida Statutes.

The Plan of Merger is:

MONTAUK VILLAGE PROPERTIES INC,  
A FLORIDA CORPORATION  
AND  
MONTAUK VILLAGE PROPERTIES INC,  
A NEW YORK CORPORATION  
INTO  
MONTAUK VILLAGE PROPERTIES INC,  
A NEW YORK CORPORATION

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The number of outstanding shares of MONTAUK VILLAGE PROPERTIES INC. (Florida) is 100 shares with no par value, all of which are entitled to vote. The number of outstanding shares of MONTAUK VILLAGE PROPERTIES INC. (New York) is 200 shares with no par value, all of which are entitled to vote. Each outstanding share of the Florida corporation will convert into two shares of the New York corporation.

When the merger has become effective, the separate existence of the Florida corporation will cease and said corporation will be merged in accordance with the provisions of this plan into the New York corporation of the same name, which will survive the merger and will continue in existence and will, without other transfer, succeed to and possess all the rights, privileges, immunities, powers, purposes and property of each of the Constituent Corporations.

**FOURTH:** The Plan of Merger was approved by each business entity that is a party to the merger in accordance with the applicable laws of the States of Florida and New York, respectively.

**FIFTH:** The effective date of the merger shall be the date of filing.

**SIXTH:** The surviving party is not formed, organized or incorporated under the laws of Florida. The survivor's principal office address in its home state, country or jurisdiction is as follows:

Montauk Village Properties Inc.  
Robert Rosen, President  
249 East Lake Drive  
Montauk NY 11954

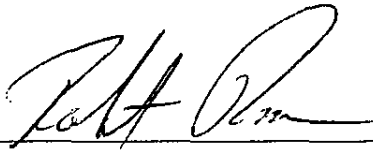
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**SEVENTH:** The surviving corporation is an out-of-state entity, and has agreed to

a) Appoint the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b) Promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signatures for Each Party:



Robert Rosen, President, on behalf of  
MONTAUK VILLAGE PROPERTIES INC, a Florida Corporation

9/3/15  
Date of Signature



Robert Rosen, President, on behalf of  
MONTAUK VILLAGE PROPERTIES INC, a New York Corporation

9/3/15  
Date of Signature