

Florida Department of State
Division of Corporations
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To:

Division of Corporations
 Fax Number : (850)617-6380

From:

Account Name : THE NYE-SCHMITZ LAW FIRM, P.A.
 Account Number : I20150000128
 Phone : (239)210-5088
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SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

2015 DEC 23 PM 12:42

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

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MERGER OR SHARE EXCHANGE

Rayford Properties, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$70.00

EFFECTIVE DATE

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Rayford Properties, 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:

Sebastian Nye-Schmitz, Esq.

Contact Person

The Nye-Schmitz Law Firm, P.A.

Firm/Company

27911 Crown Lake Blvd Ste 243

Address

Bonita Springs, FL 34135

City/State and Zip Code

sns@swfltaxlaw.com

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

For further information concerning this matter, please call:

Sebastian Nye-Schmitz, Esq.

Name of Contact Person

At (239) 210-5088

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

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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)
Rayford Properties, Inc.	Florida	P11000085021

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
GRP Land and Home Corp.	Florida	P06000154656

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 01 / 01 / 2016 (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 December 19, 2015.

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 December 19, 2015.

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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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

GRP Land and Home Corp

Director

Bodo Kleber, President/Director

Rayford Properties, Inc.

Harold Fung

· Maria Concetta (a/k/a Maria Finocchiaro), Director

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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:

NameJurisdiction

Rayford Properties, Inc.

Florida

Second: The name and jurisdiction of each merging corporation:

NameJurisdiction

GRP Land and Home Corporation

Florida

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

On the effective date of the merger, the separate existence of the merging corporation shall cease, and the surviving corporation shall succeed to all of the rights, privileges, immunities and all of the property, both real, personal and mixed of the merging corporation, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible for all of the liabilities and obligations of the merging corporation, and neither the rights of creditors or liens on the property of the merging corporation shall be impaired by the merger.

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:

After the effective date of the merger, each holder of shares of certificates of common stock of the merging corporation shall surrender them to the surviving corporation. On receipt of such shares, the surviving corporation

~~== (Attach additional sheets if necessary) ==~~

shall issue and exchange one (1) share of stock in the surviving corporation for every one hundred (100) shares of the merging corporation surrendered by the owner of that share. The exchange of shares shall be incorporated into the Share Registry of the surviving Corporation.

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THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

Article IV. Shares: The number of shares of common stock this corporation is authorized to issue is:
20 at no par value.

OR

Restated articles are attached:

None. The remaining articles not amended shall remain as last filed.

Other provisions relating to the merger are as follows:

None.

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