

P11000106472

Florida Department of State
Division of Corporations
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To:

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

000406.159419

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

EFFECTIVE DATE

12-31-11

****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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11 DEC 28 AM 8:45

TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
HRA CHARTER OAK SQUARE, INC.**

Certificate of Status	0
Certified Copy	1
Page Count	08-19
Estimated Charge	\$78.75

2011 DEC-28 PM 3:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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12/28/11

(2/19) 12/28/2011 10:23:48 AM -0500

EFFECTIVE DATE

12-31-11

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2011 DEC 28 PM 3:18SECRETARY OF STATE
TALLAHASSEE, FLORIDA**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:

Name	Jurisdiction	Document Number (If known/applicable)
HRA Charter Oak Square, Inc.	Florida	P11000108472

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number (If known/applicable)
HRA Charter Oak Square, Inc.	Connecticut	0275449

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 12 / 31 / 2011 (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 12/27/2011.

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 12/27/2011.

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

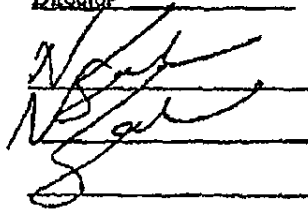
Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

HRA Charter Oak Square,
Inc., a FL corporation

HRA Charter Oak Square, Inc.,
a CT corporation



Neil Sazant, President

Neil Sazant, President

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AGREEMENT AND PLAN OF MERGER

BETWEEN

HRA CHARTER OAK SQUARE, INC.
(a Connecticut corporation)

AND

HRA CHARTER OAK SQUARE, INC.
(a Florida corporation)

This Agreement and Plan of Merger made and entered into on the 27th day of December, 2011, by and between HRA Charter Oak Square, Inc., a Connecticut corporation (hereinafter referred to as, "Charter Oak CT"), and HRA Charter Oak Square, Inc., a Florida corporation (hereinafter referred to as, "Charter Oak FL"). Charter Oak CT and Charter Oak FL are sometimes referred to collectively herein as the "Merging Entities" or individually as a "Merging Entity."

WITNESSETH:

WHEREAS, Charter Oak CT is a corporation organized and existing under the laws of the State of Connecticut, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Connecticut on the 20th day of July, 1992; and

WHEREAS, Charter Oak FL is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the Office of the Department of State of the State of Florida on the 15th day of December, 2011; and

WHEREAS, the Board of Directors of Charter Oak FL and the Board of Directors of Charter Oak CT have deemed it advisable for the mutual benefit of each Merging Entity that Charter Oak CT be merged with and into Charter Oak FL in accordance with the applicable laws of the States of Connecticut and Florida, with Charter Oak FL being the surviving corporation; and

WHEREAS, the Merging Entities desire to adopt this Agreement and Plan of Merger and to consummate the merger in accordance with Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW THEREFORE, the Merging Entities agree that Charter Oak CT shall be merged with and into Charter Oak FL under the following terms and conditions:

1. Effect of Merger. Charter Oak CT shall merge with and into Charter Oak FL, with Charter Oak FL being the surviving corporation. As of the Effective Date (as defined below), the separate existence of Charter Oak CT shall cease and Charter Oak FL shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises,

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of a public nature, of the Merging Entities and all property, real, personal and mixed, and all debts due on whatever account and all other choses in action and all and every other interest, of or belonging to or due to each Merging Entity shall be taken and transferred to and vested in Charter Oak FL without further act or deed, and the title to any real estate, or any interests herein vested in any of such corporations shall not revert or be in any way impaired by reason of such merger.

2. Name. The name of the surviving corporation shall be "HRA Charter Oak Square, Inc." as of the Effective Date of the merger.
3. Effective Date. The effective date of the merger shall be December 31, 2011 (the "Effective Date").
4. Articles of Incorporation. The Articles of Incorporation of Charter Oak FL shall continue in full force and effect without any amendments on and after the Effective Date.
5. Conversion of Shares. As of the Effective Date, each share of common stock of Charter Oak CT issued and outstanding shall be converted into and become one (1) share of common stock of Charter Oak FL. As soon as practicable after the Effective Date, each holder of issued and outstanding common stock of Charter Oak CT shall surrender to Charter Oak FL for cancellation of all stock certificates representing common stock of Charter Oak CT and shall be entitled to receive stock certificate(s) for the full number of shares of common stock of Charter Oak FL into which the common stock of Charter Oak CT so surrendered shall have been converted. Each share of common stock of Charter Oak CT held in its treasury, if any, as of the Effective Date shall be cancelled and shall not be converted.
6. Bylaws. The Bylaws of Charter Oak FL, as in effect immediately before the Effective Date, shall be and continue to be, from and after the Effective Date, the Bylaws of Charter Oak FL until amended as provided therein.
7. Directors and Officers. The Directors and Officers of Charter Oak FL in office immediately before the Effective Date, shall be and continue to be, from and after the Effective Date, the Directors and Officers of Charter Oak FL and shall hold their respective offices in accordance with the provisions of the Bylaws of Charter Oak FL and until others are chosen in their stead, as follows:

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Officers

<u>Name</u>	<u>Office</u>
Neil Sazant	President
Karen Roberts	Vice President
Claudeen Shovock	Secretary
Osmilda Silva	Assistant Secretary

Director

Neil Sazant

8. Principal Office. The principal office of Charter Oak FL as of the Effective Date shall remain at 1177 Kane Concourse, Suite 201, Bay Harbor Islands, Florida 33154.
9. Certificate of Merger. In accordance with the laws of the State of Florida and Connecticut, the Merging Entities shall execute Articles of Merger in the forms of Exhibit A-1 and Exhibit A-2 attached hereto, which Articles of Merger shall be filed with the Department of the State of Florida and the Secretary of the State of Connecticut respectively.
10. Entire Agreement. This Agreement and Plan of Merger constitutes the entire agreement between the parties and supersedes and cancels any other agreement, representation or communication, whether oral or written, between the parties hereto relating to the transactions contemplated herein or the subject matter hereof.
11. Governing Law. This Agreement and Plan of Merger shall be governed by and construed and enforced in accordance with the applicable laws of the States of Florida and Connecticut.
12. Counterparts. This Agreement and Plan of Merger may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[Signature Page Follows]


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IN WITNESS WHEREOF, Charter Oak FL and Charter Oak CT have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

HRA CHARTER OAK SQUARE, INC.,
a Florida corporation

By: 

Neil Sazant
Its President
Duly Authorized

HRA CHARTER OAK SQUARE, INC.,
a Connecticut corporation

By: 

Neil Sazant
Its President
Duly Authorized

[Signature Page To Agreement And Plan Of Merger]

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SCHEDULE A

Shareholder	Number of Shares of Charter Oak CT	Number of Shares of Charter Oak FL
HRA Holdings, Inc.	100	100
TOTAL	100	100

Katie Wonsch NRAI850-224-1640

(9/19) 12/28/2011 10:27:18 AM -0500

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EXHIBIT A-1

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ARTICLES OF MERGER (Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

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Seventh: SIGNATURES FOR EACH CORPORATION

Typed or Printed Name of Individual & Title

Nell Sazant, President

Nell Sazant, President

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AGREEMENT AND PLAN OF MERGER

BETWEEN

HRA CHARTER OAK SQUARE, INC.
(a Connecticut corporation)

AND

HRA CHARTER OAK SQUARE, INC.
(a Florida corporation)

This Agreement and Plan of Merger made and entered into on the 27th day of December, 2011, by and between HRA Charter Oak Square, Inc., a Connecticut corporation (hereinafter referred to as, "Charter Oak CT"), and HRA Charter Oak Square, Inc., a Florida corporation (hereinafter referred to as, "Charter Oak FL"). Charter Oak CT and Charter Oak FL are sometimes referred to collectively herein as the "Merging Entities" or individually as a "Merging Entity."

WITNESSETH:

WHEREAS, Charter Oak CT is a corporation organized and existing under the laws of the State of Connecticut, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Connecticut on the 20th day of July, 1992; and

WHEREAS, Charter Oak FL is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the Office of the Department of State of the State of Florida on the 15th day of December, 2011; and

WHEREAS, the Board of Directors of Charter Oak FL and the Board of Directors of Charter Oak CT have deemed it advisable for the mutual benefit of each Merging Entity that Charter Oak CT be merged with and into Charter Oak FL in accordance with the applicable laws of the States of Connecticut and Florida, with Charter Oak FL being the surviving corporation; and

WHEREAS, the Merging Entities desire to adopt this Agreement and Plan of Merger and to consummate the merger in accordance with Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW THEREFORE, the Merging Entities agree that Charter Oak CT shall be merged with and into Charter Oak FL under the following terms and conditions:

1. Effect of Merger. Charter Oak CT shall merge with and into Charter Oak FL, with Charter Oak FL being the surviving corporation. As of the Effective Date (as defined below), the separate existence of Charter Oak CT shall cease and Charter Oak FL shall thereupon and thereafter possess all of the rights, privileges, immunities and franchises,

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of a public nature, of the Merging Entities and all property, real, personal and mixed, and all debts due on whatever account and all other choses in action and all and every other interest, of or belonging to or due to each Merging Entity shall be taken and transferred to and vested in Charter Oak FL without further act or deed, and the title to any real estate, or any interests herein vested in any of such corporations shall not revert or be in any way impaired by reason of such merger.

2. Name. The name of the surviving corporation shall be "HRA Charter Oak Square, Inc." as of the Effective Date of the merger.
3. Effective Date. The effective date of the merger shall be December 31, 2011 (the "Effective Date").
4. Articles of Incorporation. The Articles of Incorporation of Charter Oak FL shall continue in full force and effect without any amendments on and after the Effective Date.
5. Conversion of Shares. As of the Effective Date, each share of common stock of Charter Oak CT issued and outstanding shall be converted into and become one (1) share of common stock of Charter Oak FL. As soon as practicable after the Effective Date, each holder of issued and outstanding common stock of Charter Oak CT shall surrender to Charter Oak FL for cancellation of all stock certificates representing common stock of Charter Oak CT and shall be entitled to receive stock certificate(s) for the full number of shares of common stock of Charter Oak FL into which the common stock of Charter Oak CT so surrendered shall have been converted. Each share of common stock of Charter Oak CT held in its treasury, if any, as of the Effective Date shall be cancelled and shall not be converted.
6. Bylaws. The Bylaws of Charter Oak FL, as in effect immediately before the Effective Date, shall be and continue to be, from and after the Effective Date, the Bylaws of Charter Oak FL until amended as provided therein.
7. Directors and Officers. The Directors and Officers of Charter Oak FL in office immediately before the Effective Date, shall be and continue to be, from and after the Effective Date, the Directors and Officers of Charter Oak FL and shall hold their respective offices in accordance with the provisions of the Bylaws of Charter Oak FL and until others are chosen in their stead, as follows:

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Officers

<u>Name</u>	<u>Office</u>
Neil Sazant	President
Karen Roberts	Vice President
Claudeen Shevock	Secretary
Osmlida Silva	Assistant Secretary

Director

Neil Sazant

8. Principal Office. The principal office of Charter Oak FL as of the Effective Date shall remain at 1177 Kane Concourse, Suite 201, Bay Harbor Islands, Florida 33154.
9. Certificate of Merger. In accordance with the laws of the State of Florida and Connecticut, the Merging Entities shall execute Articles of Merger in the forms of Exhibit A-1 and Exhibit A-2 attached hereto, which Articles of Merger shall be filed with the Department of the State of Florida and the Secretary of the State of Connecticut respectively.
10. Entire Agreement. This Agreement and Plan of Merger constitutes the entire agreement between the parties and supersedes and cancels any other agreement, representation or communication, whether oral or written, between the parties hereto relating to the transactions contemplated herein or the subject matter hereof.
11. Governing Law. This Agreement and Plan of Merger shall be governed by and construed and enforced in accordance with the applicable laws of the States of Florida and Connecticut.
12. Counterparts. This Agreement and Plan of Merger may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[Signature Page Follows]

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IN WITNESS WHEREOF, Charter Oak FL and Charter Oak CT have caused this Agreement and Plan of Merger to be executed by their duly authorized representatives as of the date first above written.

HRA CHARTER OAK SQUARE, INC.,
a Florida corporation

By:



Neil Sazant
Its President
Duly Authorized

HRA CHARTER OAK SQUARE, INC.,
a Connecticut corporation

By:



Neil Sazant
Its President
Duly Authorized

[Signature Page To Agreement And Plan Of Merger]

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SCHEDULE A

Shareholder	Number of Shares of Charter Oak CT	Number of Shares of Charter Oak FL
HRA Holdings, Inc.	100	100
TOTAL	100	100

Katie Wonsch NRAI850-224-1640

(17/19) 12/28/2011 10:31:05 AM -0500

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EXHIBIT A-2

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ARTICLES OF MERGER

OF

HRA CHARTER OAK SQUARE, INC.
(a Connecticut corporation)

INTO

HRA CHARTER OAK SQUARE, INC.
(a Florida corporation)

It is hereby certified this 27th day of December, 2011, on behalf of the merging entities herein named, as follows:

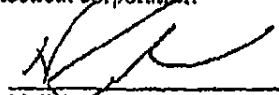
1. The names of the merging entities are HRA Charter Oak Square, Inc., a Connecticut corporation (hereinafter referred to as "Charter Oak CT"), and HRA Charter Oak Square, Inc., a Florida corporation (hereinafter referred to as "Charter Oak FL").
2. The merger shall become effective as of December 31, 2011.
3. The name of the surviving entity shall be "HRA Charter Oak Square, Inc."
4. The Agreement and Plan of Merger has been duly authorized and unanimously approved by all of the directors and shareholders of Charter Oak CT and all of the directors and shareholders of Charter Oak FL, the surviving entity, in accordance with (i) the provisions of Section 33-817 of the Connecticut General Statutes, as amended by Public Act No. 03-18, and (ii) the applicable organizational documents of each of the merging entities.
5. The Agreement and Plan of Merger is on file at the principal place of business of the surviving entity at 1177 Kane Concourse, Suite 201, Bay Harbor Islands, Florida 33154.
6. The surviving entity shall furnish a copy of the Agreement and Plan of Merger on request and without cost to any person holding an interest in any entity that is a party to the merger.

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IN WITNESS WHEREOF, Charter Oak CT and Charter Oak FL have caused these Articles of Merger to be executed by their duly authorized representatives as of the date first above written and hereby declare, under the penalties of false statement, that the statements made in the foregoing are true.

HRA CHARTER OAK SQUARE, INC.,
a Connecticut corporation

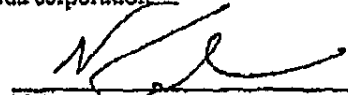
By:



Neil Szant
Its President
Duly authorized

HRA CHARTER OAK SQUARE, INC.,
a Florida corporation

By:



Neil Szant
Its President
Duly authorized

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