

P12000056771

(Requestor's Name)

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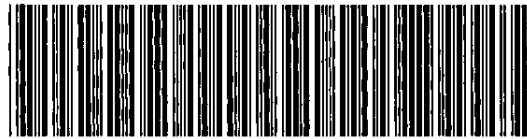
(Business Entity Name)

(Document Number)

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DENVER CO 80202

SEP 20 2012

T. ROBERTS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** PSS Management 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:

Robert L. Spallina, Esq.  
Contact Person

Tescher & Spallina, P.A.  
Firm/Company

4855 Technology Way, Suite 720  
Address

Boca Raton, FL 33431  
City/State and Zip Code

rspallina@tescherspallina.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert L. Spallina, Esq.  
Name of Contact Person

At ( 561 ) 997-7008  
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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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER  
FOR  
PROFIT CORPORATIONS**

These Articles of Merger is submitted in accordance with and pursuant to section 607.1105, Florida Statutes.

**First.** The names and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
PSS Management Corporation	Florida	P12000056771 (FL)

**Second.** The name and jurisdiction of the merging corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
PSS Management Corporation	New Jersey	0100711819

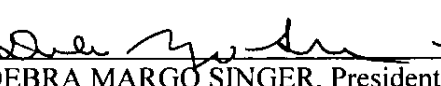
**Third.** The merger shall become effective on the date the Certificate of Merger is filed with the Florida Department of State.

**Fourth.** The merger was approved by each party as required by its governing law.

PSS MANAGEMENT CORPORATION,  
a Florida Profit Corporation

PSS MANAGEMENT CORPORATION,  
a New Jersey Profit Corporation

By:   
DEBRA MARGO SINGER, President  
& Secretary

By:   
DEBRA MARGO SINGER, President  
& Secretary

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**ACTION BY BOARD OF DIRECTORS**  
**OF**  
**PSS MANAGEMENT CORPORATION**

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The undersigned, being the Board of Directors of PSS Management Corporation, a Florida corporation, hereby waive all formal requirements to the action set forth herein including the holding of a meeting and notice of such meeting and hereby adopt the following action:

1. This Corporation shall execute on behalf of PSS Management Corporation, a New Jersey corporation, and PSS Management Corporation, a Florida corporation (the "Corporation") the Plan of Merger as attached hereto and incorporated herein as Exhibit "A". The purpose of the merger is to combine business operations to achieve economies of scale and avoid duplication of expense;

2. The Directors of this Corporation hereby recommend that the Plan of Merger be approved by the Shareholders of this Corporation; (On 9-13-12)

3. The Directors and Officers of this Corporation are authorized and directed to effectuate and execute said Plan of Merger on behalf of this Corporation through the filing of Articles of Merger with respect to the Corporations in Florida and New Jersey and to take such other actions as may be necessary to effectuate said Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand this 13 day of September, 2012  
at Boca Raton, Florida.

  
DEBRA MARGO SINGER, Director

## EXHIBIT "A"

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### PLAN OF MERGER

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This Plan of Merger is made and entered by and between the following Corporations (hereinafter collectively referred to as the "Constituent Corporations"):

PSS Management Corporation, a Florida corporation (the "Surviving Corporation"); and  
PSS Management Corporation, a New Jersey corporation (the "Merged Corporation").

### BACKGROUND

The Directors and Shareholders of the Constituent Corporations have established that it is advisable for the general welfare and advantage of the Constituent Corporations that they merge into a single corporation which shall not be a new corporation, but shall be the Surviving Corporation, whose existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger.

NOW, THEREFORE, the terms and conditions of said merger are as follows:

1. This Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").
2. The names of the corporations that are parties to the Merger are as follows:
  - (a) PSS Management Corporation, a Florida corporation
  - (b) PSS Management Corporation, a New Jersey corporation
3. The surviving corporation shall be PSS Management Corporation, a Florida corporation.
4. To become effective, this Plan shall be approved by the Directors and Shareholders of PSS Management Corporation (a Florida corporation), and the Directors of PSS Management Corporation (a New Jersey corporation).
5. The Certificate of the Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Certificate of the Surviving Corporation until the same is altered, amended, or repealed.
6. The Merger will not effect any change in the Agreement of Corporation of the Surviving Corporation.
8. The Directors and Shareholders of the Surviving Corporation on the Effective Date shall be and remain the Directors and Shareholders of the Surviving Corporation.

10. Subject to the Articles of Merger and in accordance with Section 607.1101 of the FBCA and Section 1.002(55)(B) of BOC, the separate existence of the Merged Corporation on the Effective Date shall cease and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

11. Upon the Merger becoming effective, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choices in actions, and all and every other interest of or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this Merger.


12. The Surviving Corporation shall, after the effective date of the Merger, henceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation; and, any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this Merger.

13. On the Effective Date, each share of issued and outstanding PSS Management Corporation stock shall by virtue of the Merger and without any action on the part of the holder thereof, be converted into the right to receive ten (10) shares of the Surviving Corporation.

14. Promptly after the Effective Date and upon the surrender of a certificates or certificates representing shares of the Merged Corporation that were outstanding immediately prior to the Effective Date or an affidavit and indemnification in form reasonably acceptable to counsel for the Surviving Corporation stating that such Stockholder has lost their certificate or certificates or that such had been destroyed, the Surviving Corporation shall issue to each record holder of said stock a certificate or certificates registered in the name of such Stockholder representing the number of shares of the Surviving Corporation that such Stockholder is entitled to receive as set forth in Section 13 above.

**DIRECTORS**

PSS MANAGEMENT CORPORATION,  
a Florida corporation

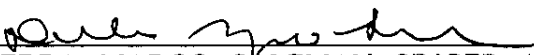
  
DEBRA MARGO SINGER, President and Secretary

PSS MANAGEMENT CORPORATION,  
a New Jersey corporation

  
DEBRA MARGO SINGER, President and Secretary

**SHAREHOLDERS:**

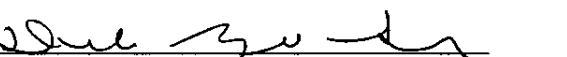
DEBRA MARGO SALZMAN SINGER TRUST  
AGREEMENT dated June 27, 2012

By:   
DEBRA MARGO SALZMAN SINGER (a/k/a  
MARGO SINGER), Trustee

PS STOCK TRUST dated June 9, 1997

By:   
DEBRA MARGO SALZMAN SINGER (a/k/a  
MARGO SINGER), Trustee

ESTATE OF PHILIP SALZMAN

By:   
DEBRA MARGO SALZMAN SINGER (a/k/a  
MARGO SINGER), Personal Representative

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**OF**  
**PSS MANAGEMENT CORPORATION**

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DEBRA MARGO SINGER, Director