

P12000070088

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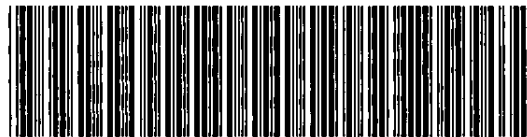
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

OCT 15 PM 2:41

FILED

Effective date
11-12-12

Merger

OCT 19 2012

T. LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Sovereign Realty Associates G.P., 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:

Michaela A. Costa, Paralegal

Contact Person

McLaughlin & Quinn, LLC

Firm/Company

148 West River Street - Suite 1E

Address

Providence, RI 02904

City/State and Zip Code

mcosta@mclaughlinquinn.com

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

For further information concerning this matter, please call:

Michaela A. Costa, Paralegal

Name of Contact Person

At (401)

421-5115 x214

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

ARTICLES OF MERGER
(Profit Corporations)

FILED
OCT 15 PM 2:41
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
Sovereign Realty Associates G.P., Inc.	Florida	P12000070088

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sovereign Realty Associates G.P., Inc.	Massachusetts	000846810

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 11 / 12 / 12 (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 9-30-12.

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 9-30-12.

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)

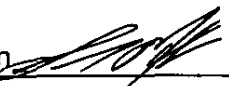
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

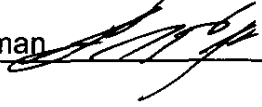
Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Sovereign Realty Associates G.P., Inc. ✓

Stuart A. Roffman 

Sovereign Realty Associates G.P., Inc. ✓

Stuart A. Roffman 

PLAN OF MERGER

PLAN OF MERGER dated the 30th day of September, 2012, by and between **SOVEREIGN REALTY ASSOCIATES G.P., INC.**, a Massachusetts corporation, (the "Merged Corporation"), and **SOVEREIGN REALTY ASSOCIATES G.P., INC.**, a Florida corporation, (the "Surviving Corporation").

WITNESSETH:

WHEREAS, the Merged Corporation is a corporation organized and existing under the laws of the Commonwealth of Massachusetts, and the Surviving Corporation is a corporation organized and existing under the laws of the State of Florida; and

WHEREAS, the corporations have authorized and issued outstanding shares of stock as follows:

<u>Name of Corporation</u>	<u>Shareholders</u>	<u>Shares of Stock</u>
Sovereign Realty Associates G.P., Inc. [Merged Corporation]	Stuart A. Roffman	100
Sovereign Realty Associates G.P., Inc. [Surviving Corporation]	Stuart A. Roffman	100

WHEREAS, the respective Sole Shareholder of the Merged Corporation and the Surviving Corporation have deemed it advisable that the Merged Corporation be merged into the Surviving Corporation under the terms and conditions hereinafter set forth, and have adopted and approved this Plan of Merger.

NOW, THEREFORE, it is agreed that, pursuant to the applicable provisions of the Florida General Laws, as amended, and the Massachusetts General Laws, as amended, and subject to the conditions hereinafter set forth, the Merged Corporation shall be merged into the Surviving Corporation. The Surviving Corporation shall be the Surviving Corporation and the terms and conditions of such merger shall be as hereinafter set forth.

1. **EFFECTIVE DATE:** The merger shall become effective on the 12th day of November, 2012.
2. **MERGER:** At the effective date that the Merged Corporation shall be merged into the Surviving Corporation, the separate existence of the Merged Corporation shall cease, and the Surviving Corporation shall continue to exist by virtue of and be governed by the laws of the State of Florida and shall continue to be known as *Sovereign Realty Associates G.P., Inc.* After the effective date, the Surviving Corporation shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of both a public and of a private nature, of the Merged Corporation; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Merged Corporation shall be taken and deemed to be transferred to and vested in such single Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in any such corporation shall not revert or be in any way impaired by reason of such merger. Such Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of the corporation so merged; and any claims existing or actions or proceeding pending by or against such corporation may be prosecuted as if such merger had not taken place. Neither the rights of creditors nor any liens upon the property of any such corporation shall be impaired by such merger.
3. **ARTICLES OF INCORPORATION AND BYLAWS:** The Bylaws of the Surviving Corporation, as of the effective date of merger, shall continue to be the Bylaws of the Surviving Corporation until further amended in accordance with the provisions thereof and applicable law and for all purposes it shall be deemed to be the Bylaws adopted by the Sole Shareholder of the Surviving Corporation.
4. **OFFICERS:** The officers of the Surviving Corporation immediately prior to the merger shall be the officers of the Surviving Corporation.

5. **SHAREHOLDER'S STOCK**: The mode of carrying into effect the merger provided for in this Agreement shall be as follows: Due to the common ownership, the issuance of additional shares of stock and stock certificates is unnecessary.
6. **FURTHER ACTS OR DOINGS**: If at any time the Surviving Corporation shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, of record or otherwise, in the Surviving Corporation, the title to any property of the Merged Corporation acquired or to be acquired by reason of or as a result of the merger provided for in this Plan of Merger, the Sole Shareholder of the Merged Corporation and the Sole Shareholder of the Surviving Corporation are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law and to do all things necessary and proper in the name of the Merged Corporation or otherwise to vest, perfect, or confirm title to such property in the Surviving Corporation, and otherwise carry out the purpose of this Plan of Merger.

IN WITNESS WHEREOF, the parties have hereunto caused this Plan of Merger to be executed on the day and year first above written.

Sovereign Realty Associates G.P., Inc.
(the "Merged Corporation")

By: _____

Stuart A. Roffman, its President

Sovereign Realty Associates G.P., Inc.
(the "Surviving Corporation")

By: _____

Stuart A. Roffman, its President