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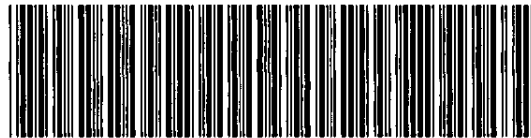
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T. HAMPTON

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: GOLDMAN & SCHAPIRO, P.A.

Name of Surviving Party

Please return all correspondence concerning this matter to:

LEVI Y. GOLDMAN

Contact Person

GOLDMAN & SCHAPIRO, P.A.

Firm/Company

7850 LAGO DEL MAR DRIVE UNIT 116

Address

BOCA RATON, FL 33433

City, State and Zip Code

LGOLDMAN@GOLDMANSCHAPIRO.COM

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

For further information concerning this matter, please call:

LEVI Y. GOLDMAN

Name of Contact Person

at (212) 729-6634

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

ARTICLES OF MERGER
OF
GOLDMAN & SCHAPIRO PLLC,
a New York limited liability company
WITH AND INTO
GOLDMAN & SCHAPIRO, P.A.,
a Florida corporation

Pursuant to the provisions of Section 607.1109 of the Florida Business Corporation Act ("FBCA"), Goldman & Schapiro PLLC, a New York limited liability company, and Goldman & Schapiro, P.A., a Florida corporation, hereby execute and adopt the following Articles of Merger and certify as follows:

1. The names of the entities which are parties to the merger contemplated by these Articles of Merger (the "Merger") are Goldman & Schapiro PLLC, a New York limited liability company, and Goldman & Schapiro, P.A., a Florida corporation.
2. Goldman & Schapiro, P.A. is the surviving corporation.
3. A copy of the Agreement and Plan of Merger (the "Plan of Merger") is attached hereto as **Exhibit A** and is incorporated by reference as if fully set forth herein.
4. The Plan of Merger was approved by (a) the Board of Directors and the shareholders of Goldman & Schapiro, P.A. on November 21, 2012 in accordance with the applicable provisions of the FBCA, and (b) the Members of Goldman & Schapiro PLLC on November 21, 2012 in accordance with the applicable provisions of the New York Limited Liability Company Law.
5. The effective date of the Merger shall be November 30, 2012, in accordance with Section 607.1109 of the FBCA.

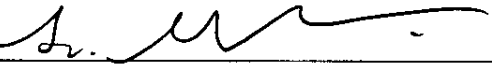
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IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed as of November 21, 2012.

GOLDMAN & SCHAPIRO, P.A.,

a Florida corporation

By: 

Name: Levi Y. Goldman

Title: President

GOLDMAN & SCHAPIRO PLLC,

a New York limited liability company

By: 

Name: Levi Y. Goldman

Title: Managing Member

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (this "Plan of Merger") is adopted and approved as of November 21, 2012, by and between GOLDMAN & SCHAPIRO, P.A., a Florida corporation (sometimes hereinafter referred to as the "Corporation"), and GOLDMAN & SCHAPIRO PLLC, a New York limited liability company (sometimes hereinafter referred to as the "Merged Company").

RECITALS

The members of the Merged Company and the board of directors and the shareholders of the Corporation have determined that it is advisable and in the best interests of the Merged Company and the Corporation and its respective shareholders and members that the Merged Company be merged with and into the Corporation (the "Merger") on the terms and subject to the conditions set forth herein.

ARTICLE I

The Merger

At the Effective Date (as defined in Article V hereof), the Merged Company shall be merged with and into the Corporation in accordance with the Florida Business Corporation Act of the State of Florida, and the separate existence of the Merged Company shall cease and the Corporation shall thereafter continue as the surviving corporation (the "Surviving Corporation") under the laws of the State of Florida.

ARTICLE II

The Surviving Corporation

A. At the Effective Date, the Articles of Incorporation of the Corporation, as in effect immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation.

B. At the Effective Date, the Bylaws of the Corporation, as in effect immediately prior to the Effective Date, shall be the Bylaws of the Surviving Corporation, until thereafter

altered, amended or repealed in accordance with applicable laws and the Articles of Incorporation and Bylaws of the Surviving Corporation.

C. At the Effective Date, the officers and directors of the Corporation shall be and become the officers and directors (holding the same titles and positions) of the Surviving Corporation until their successors are duly qualified, elected and/or appointed, as applicable.

ARTICLE III

Manner and Basis of Converting LLC Membership Interests

A. At the Effective Date, the limited liability company membership interests (the "Merged Company Interests") in the Merged Company of each member thereof (each, a "Member") immediately prior to the Effective Date shall, by virtue of the Merger and without further action on the part of any Member, be converted into the right to receive 500 shares of fully paid and nonassessable common shares of the Surviving Corporation.

B. At the Effective Date, each right to acquire interests of Merged Company Interests, to the extent that any such rights exist, which shall be issued and outstanding, shall, by virtue of the Merger and without any action on the part of the holder thereof, be canceled and extinguished.

ARTICLE IV

Effect of Merger

At the Effective Date, all property, rights, privileges, powers and franchises of the Merged Company shall vest in the Surviving Corporation, and all liabilities and obligations of the Merged Company shall become liabilities and obligations of the Surviving Corporation.

ARTICLE V

Effective Date


As used in this Plan of Merger, the term "Effective Date" shall mean November 30, 2012.

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IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger, to be executed as of the date first above written.

GOLDMAN & SCHAPIRO, P.A.,
a Florida corporation

By: 

Name: Levi Y. Goldman

Title: President

GOLDMAN & SCHAPIRO PLLC,
a New York limited liability company

By: 

Name: Levi Y. Goldman

Title: Managing Member

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