

Division of Corporations

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Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE  
R4R PROPERTIES, INC.

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**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, Florida Statutes,

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DESANTIS & DESANTIS, LLC	NEW YORK	LIMITED LIABILITY COMPANY
R4R PROPERTIES, INC.	FLORIDA	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
R4R PROPERTIES, INC.	FLORIDA	CORPORATION

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

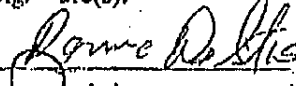
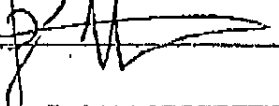
a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
DESANTIS & DESANTIS, LLC		DOMINIC DESANTIS, MANAGING MEMBER
R4R PROPERTIES, INC.		RALPH DESANTIS, PRESIDENT

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

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## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DESANTIS & DESANTIS, LLC	NEW YORK	LIMITED LIABILITY COMPANY

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
R4R PROPERTIES, INC.	FLORIDA	CORPORATION

**THIRD:** The terms and conditions of the merger are as follows:

PLEASE SEE ATTACHED PLAN OF MERGER

(Attach additional sheet if necessary)

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**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

**PLEASE SEE PARAGRAPH 3 ATTACHED PLAN OF MERGER**

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

**PLEASE SEE PARAGRAPH 3, ATTACHED PLAN OF MERGER**

*(Attach additional sheet if necessary)*

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**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

N/A

*(Attach additional sheet if necessary)*

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**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

PLEASE SEE ATTACHED PLAN OF MERGER

*(Attach additional sheet if necessary)*

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Plan of merger dated December 15, 2012, between R4R PROPERTIES, INC., hereinafter referred to as the "surviving corporation," and DESANTIS & DESANTIS, LLC, hereinafter referred to as the "absorbed corporation."

WHEREAS, R4R PROPERTIES, INC. is a corporation organized and existing under the laws of the State of Florida, with its principal office at 500 WEST 29<sup>TH</sup> STREET, MIAMI, FL 33012 and

WHEREAS, R4R PROPERTIES, INC. has a capitalization of ONE MILLION (1,000,000) authorized shares of 01/XX DOLLAR (\$.01) common stock, of which TWENTY THOUSAND (20,000) shares are issued and outstanding. The authorized number of shares will be increased to \_\_\_\_\_ (\_\_\_\_\_) prior to the effective date of the merger; and

WHEREAS, DESANTIS & DESANTIS, LLC is a limited liability company organized and existing under the laws of the State of New York with its principal office at 8 MACINTOSH LANE, WAPPINGERS FALLS, NY 12590-3826; and

WHEREAS, DESANTIS & DESANTIS, LLC has a capitalization of Two (2) membership interests which all are issued and outstanding; and

WHEREAS, The boards of directors of the constituent companies deem it desirable and in the best business interests of the companies and their shareholders/members that DESANTIS & DESANTIS, LLC be merged into R4R PROPERTIES, INC. pursuant to the provisions of Sections 607.1101 et seq. of the Florida Business CORPORATION Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Merger.** DESANTIS & DESANTIS, LLC shall merge with and into R4R PROPERTIES, INC., which shall be the surviving corporation.

2. **Terms and Conditions.** On the effective date of the merger, the separate existence of the absorbed company shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed company, without the necessity for any separate transfer. The surviving corporation shall then be responsible and liable for all liabilities and obligations of the absorbed company, and neither the rights of creditors nor any liens on the property of the absorbed company shall be impaired by the merger.

3. **Conversion of Shares.** The manner and basis of converting the shares of the absorbed corporation into shares, [rights,

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obligations, and other securities] of the surviving corporation is as follows:

(a) Each membership interest of DESANTIS & DESANTIS, LLC issued and outstanding on the effective date of the merger shall be converted into 10,000 shares of the \$.01 common stock of R4R PROPERTIES, INC. which shares of common stock of the surviving corporation shall then be issued and outstanding. However, in no event shall fractional shares of the surviving corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving corporation or its duly appointed agent, in the manner that the surviving corporation shall legally require. On receipt of the share certificates, the surviving corporation shall issue and exchange certificates for shares of common stock in the surviving corporation, representing the number of shares of stock to which the holder is entitled as provided above. The surviving corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, a certificate for the number of whole shares representing the aggregate of the fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of common stock of the absorbed corporation shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the surviving corporation.

4. **Changes in Articles of Incorporation.** The articles of incorporation of the surviving corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. **Changes in Bylaws.** The bylaws of the surviving corporation shall continue to be its bylaws following the effective date of the merger [or "are amended and changed as follows:"].

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6. **Directors and Officers.** The directors and officers of the surviving corporation on the effective date of the merger shall continue as the directors and officers of the surviving corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. **Approval by Shareholders.** This plan of merger shall be submitted for the approval of the shareholders/members of the constituent corporations in the manner provided by the applicable laws of the State of Florida and the State of New York at meetings to be held on or before December 31, 2012, or at such other time as to which the boards of directors of the constituent corporations may agree.

8. **Effective Date of Merger.** The effective date of this merger shall be the date when articles of merger are filed by the Florida Department of State.

9. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective boards of directors on the date first above written.

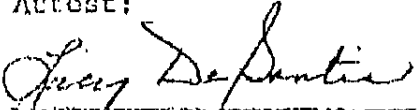
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R4R PROPERTIES, INC.

By 

Ralph DeSantis, Pres.

Attest:



Lucy DeSantis, Secretary

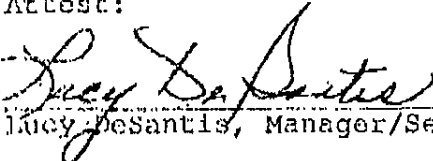
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DESANTIS & DESANTIS, LLC

By 

Dominic DeSantis,  
Managing Member

Attest:



Lucy DeSantis, Manager/Secretary

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