

P13 000078907

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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(Business Entity Name)

(Document Number)

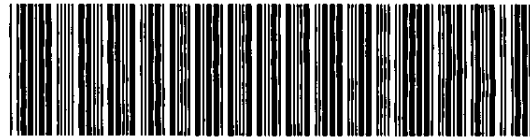
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

14 JAN 27 PM 1:53

FILED

Merger  
01-28-14  
DC

1-21-14  
Returning all  
docs, filled out  
a signed C-98



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 9, 2014

CHARLES E. BUTLER, III  
315 S.E. 7TH STREET  
1ST FLOOR  
FORT LAUDERDALE, FL 33301

SUBJECT: FLAMINGO PROPERTIES CORPORATION OF FLORIDA  
Ref. Number: P13000078907

We have received your document and check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Articles of Merger for a Florida or foreign profit corporation are filed pursuant to section 607.1105, Florida Statutes. A merger form is enclosed.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell  
Regulatory Specialist II

Letter Number: 314A00000603

RECEIVED  
14 JAN 27 PM 1:02  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

**CHARLES E. BUTLER III**

ATTORNEY AT LAW

315 S.E. 7th Street • 1st Floor  
Fort Lauderdale, Florida 33301  
954-377-6300

**VIA FEDERAL EXPRESS**

September 17, 2013

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**RE: FLAMINGO PROPERTIES CORPORATION OF FLORIDA  
merger with  
FLAMINGO PROPERTIES CORP, INC. A New York corporation**

Dear Sir or Madame, :

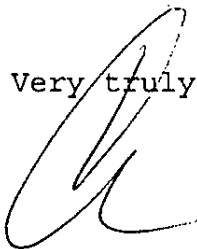
Enclosed are the original Articles of Merger, together with my trust account check in the amount of \$87.50 to cover the filing fee for merger and 2 certified copies.

Please return the certified copies to this office via Federal Express. I have enclosed a bill of lading for your convenience.

Should you need to contact me, my email is: [ceb3@bellsouth.net](mailto:ceb3@bellsouth.net) or my secretary, [bsceb3@bellsouth.net](mailto:bsceb3@bellsouth.net)

Thank you for your kind attention in this matter.

Very truly yours,



Charles E. Butler III

CEB3/bb  
enc

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Flamingo Properties Corporation of Florida  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Anthony LaCavalla  
Contact Person

Flamingo Properties Corporation of Florida  
Firm/Company

22640 Lake Shore Drive, # 707  
Address

Rivera Beach, FL 33404  
City/State and Zip Code

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

For further information concerning this matter, please call:

Anthony LaCavalla At ( 561 ) 373-3991  
Name of Contact Person 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)

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)
<u>Flamingo Properties Corporation of Florida</u>	<u>Florida</u>	<u>P13000078907</u>

**Second:** The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Flamingo Properties Corp., INC</u>	<u>New York</u>	<u>F06000003602</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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** \_\_\_\_/\_\_\_\_/\_\_\_\_ (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 12-16-13.

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 12-16-13.

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)

FILED  
14 JAN 27 3 14 PM '53  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Name of Corporation

Typed or Printed Name of Individual & Title

Flamingo Properties  
Corporation of Florida

Anthony V. LaCavalla      Anthony LaCavalla

## **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Flamingo Properties Corporation  
of Florida

Florida

**Second:** The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Flamingo Properties Corp., Inc

New York

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

Shares of surviving corp. issued  
in exchange for shares of non surviving corp.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Strictly stock for stock

(Attach additional sheets if necessary)

No cash consideration

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

None