

P14000050780

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

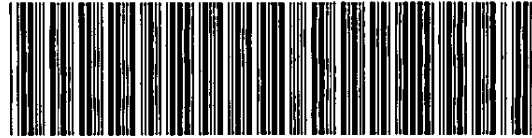
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



400278293044

10/23/15--01024--030 \*\*70.00

FILED  
15 OCT 22 PM 4:02  
SECRETARY OF STATE  
HARRISBURG, PA 17104

*Albritton*

DEC 31 2015

I ALBRITTON

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporation

**BNB PROPERTIES HOLDINGS, INC.**  
(a Florida corporation)

**SUBJECT:** \_\_\_\_\_  
Name of Surviving Party

Please return all correspondence concerning this matter to:

\_\_\_\_\_  
John J. Koresko

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Firm/ Company

\_\_\_\_\_  
P.O. Box 5, 200 W. 4th St.

\_\_\_\_\_  
Address

\_\_\_\_\_  
Bridgeport, PA 10405

\_\_\_\_\_  
City/ State and Zip Code

\_\_\_\_\_  
ijkoresko@gmail.com

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

For further information concerning this matter, please call:

\_\_\_\_\_  
John J. Koresko

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
484

\_\_\_\_\_  
at ( )

\_\_\_\_\_  
202-0076

\_\_\_\_\_  
Area Code & Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

42



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 26, 2015

JOHN J. KORESKO  
P.O. BOX 5  
BRIDGEPORT, PA 10405

SUBJECT: PENNMONT BENEFITS AND SERVICES, INC.  
Ref. Number: P14000050780

We have received your document for PENNMONT BENEFITS AND SERVICES, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please refer to the surviving corporation as BNB PROPERTIES HOLDINGS, INC. because of the name change in the Amendment submitted. Therefore, the name change should not be mention in the articles of merger.

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.

Irene Albritton  
Regulatory Specialist II

Letter Number: 915A00022633

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity**

FILED  
15 OCT 22 PM 4:02  
SECRETARY OF STATE  
AL 4-4

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, 617.0302 or 605.1025, 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>
BNB PROPERTIES HOLDINGS LLC* (a limited liability company)	PA	LLC

\*also known outside Florida as BNB PROPERTIES, LLC (a Pennsylvania Limited Liability Co` prior to merger, by its sole and managing member

**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>
BNB PROPERTIES HOLDINGS, INC.	FLA	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, 605, 617, and/or 620, Florida Statutes.

**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:

---

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**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:

---

---

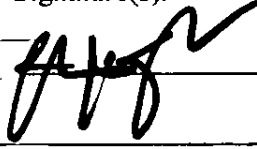
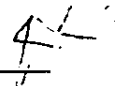
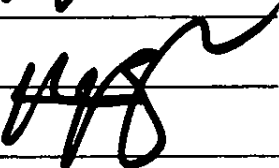
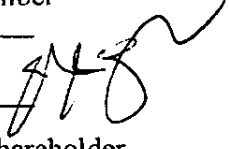
---

**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.

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

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<b>BNB PROPERTIES HOLDINGS LLC*</b> (a limited liability company)		John J. Koresko,  Managing Sole Member
<b>BNB PROPERTIES HOLDINGS, INC.</b>		John J. Koresko  Chairman, sole shareholder

**\*also known outside Florida as BNB PROPERTIES, LLC (a Pennsylvania Limited Liability Co` prior to merger, by its sole and managing member**

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

## 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>
BNB PROPERTIES HOLDINGS LLC* (a limited liability company)	PA	LLC

\*also known outside Florida as BNB PROPERTIES, LLC (a Pennsylvania Limited Liability Co.) prior to merger, by its sole and managing member

**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>
BNB PROPERTIES HOLDINGS, INC. (a Florida corporation)	FLA	CORP

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

This is a simple merger of two entities wholly owned by the same person. LLC will go out of existence and Florida corporation will be the Survivor. Survivor will amend its articles of incorporation and by-laws to provide no pre-emptive rights or right to inspection of corporation books. Sole member of LLC will exchange his 100% LLC interests for 100% of corporation common stock, intending to qualify transaction as tax free under 26 USC sec. 368. Surviving entity may take all actions to use the name and do business as BNB Properties outside of Florida. The Pennsylvania limited liability company will cease to exist after merger. Surviving corporation will pursue all defenses and causes of action of the merging entity and shall defend, indemnify and hold harmless in advance any former member of the merging entity and all directors and officers of Survivor on account of liabilities arising from the operations of all parties to the merger, whether attributable to acts before or after the merger, regardless of any general law to the contrary. Officers and directors of the Survivor, whether or not shareholders, or any affiliate thereof (who were members of the merged entity), or such persons as any of them may name, may engage in competitive activities or other acts otherwise prohibited under principles of fiduciary duty applicable to persons related to corporations (it being the intention of the parties that no principle analogous to that of close corporation or partnership or trust shall apply), and that the decisions of directors and majority shareholders be evaluated only under standards of reasonable business judgment. No principle of law or equity shall prevent management of the Survivor from electing to do business under another form or adopting substantive provisions consistent with laws of any applicable jurisdiction, or creating any entity, affiliating in any way, or committing all or part of any assets owned legally, beneficially, directly or indirectly to a trust, foundation, or any other structure arising under the common law, civil law, tradition, regulation, statute, ordinance, or agreement recognized in any jurisdiction now or hereafter. The Survivor shall not be required to pay any dividend or distribution regardless of tax ramifications to persons holding any interest in Survivor of whatever type, and management may choose in its sole and absolute discretion the characterization and value assigned to any distribution, and to pay any amount in money or in real or personal property of any type, in its sole discretion.

**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:

Survivor shall assume all obligations in exchange for merger of assets. No cash constituting "boot" shall be distributed. Survivor will assume the amounts owed by merged LLC to it managing member notwithstanding any provision of law to the contrary. Survivor may accept additional contributions of property as determined by management in his sole discretion.

Otherwise, current shareholder of surviving entity shall have same proportion of stock ownership for reasonable period after merger. Elections for tax purposes shall be completely the discretion of management of each entity. Duty to merge shall not be affected by conversion of merged entity to corporation prior to merger if deemed in best interests of management or entity parties. Other entities shall be permitted to join plan of merger so long as tax-free nature of all elements of transaction remain unchanged..

---

*(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:

Not applicable as there are not rights to acquire such interests, shares, etc.

---

---

---

---

---

---

---

---

---

*(Attach additional sheet if necessary)*



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

Not applicable.

*(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:

If survivor converts to limited liability company, business trust, or any other entity treated similarly to limited liability company, present managing member shall remain managing member with full pre-emptive rights to maintain ownership percentage without further contribution, regardless of provisions of law otherwise making such provisions breach of any duty.

*(Attach additional sheet if necessary)*

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

No person other than present managers and shareholders of parties shall have any statutory or other right to demand disclosures of any type of dissenter rights, except as prevailing law does not prohibit such actions. Any elections for tax or other purposes, not limited to matters of form of entity or subsequent operations shall be reserved to discretion of existing ~~holder of ownership interests. Survivor may purchase or accept contributions of property from~~ shareholder, regardless of value in the hands of survivor. Survivor shall indemnify owners of existing stock interest on account of any guaranty or suretyship, whether or not found required by law or court without duty of investigation, regardless of value. Acts ultra vires or unauthorized by law may be waived or assumed as if no impediment existed at law, equity, regulation, rule or constitutional prohibition. ~~Surviving entity is authorized to take any action, and as applied to survivor, any~~ matter shall be deemed to have been established in advance by entity action if otherwise permitted by law if the articles, bylaws, or documents of formation otherwise apply. All management decisions shall be evaluated by any tribunal under a standard of review presuming the validity of all acts.

Transfers of assets or *(Attach additional sheet if necessary)*

redomestication, reincorporation, or reformation or transfers to protect survivor assets shall be the ~~withing the complete discretion of management without any voting or meeting requirement.~~

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

There shall be no obligation to complete the merger in the event it is not recognized or otherwise found violative of any law or provision relating to illegal transfer of assets, and management shall have all authority necessary to add or remove any provisions to these articles of merger without necessity of any re-execution of any any documents or approvals otherwise applicable. ~~Any amount, cost, tax, penalty or other amount assessed against a shareholder or member of the constituent entities shall be subject to payment and indemnification in advance of final determination of any liability, cost or expense assessed without regard to any statutory or common law rule to the contrary. Any conversion of entity may include adoption of a form recognized at civil law and not at common law, even if such action requires domestication of the survivor in another jurisdiction other than the State of Florida. Any conversion to trust may defer identification of any beneficial interest, and no reservation or exercise of power of appointment, general or special, shall be deemed a fiduciary act. To the extent the survivor may convert to trust form, management may utilize such provisions of statute allowing for unwritten or "secret" provisions~~ *(Attach additional sheet if necessary)*

allowed by the Uniform Trust Act as adopted in Florida or law of similar import in another jurisdiction. Obligations to members of the merged party shall be entered as obligations of the survivor, without regard to fiduciary principles.