

P14000058769

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EFFECTIVE DATE
1-1-2015

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC 16 AM 10:15

CL.
12-19-14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GEI INDUSTRIES, 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:

EDWARD B. COHEN, ESQUIRE

Contact Person

SCHWARTZ GOLD COHEN, et al PA

Firm/Company

54 SW BOCA RATON BLVD

Address

BOCA RATON, FL 33432

City/State and Zip Code

DB@GEI-IND.COM

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

For further information concerning this matter, please call:

EDWARD B. COHEN

Name of Contact Person

At (561)

361-9600

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)

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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)	EFFECTIVE DATE
<u>GEI INDUSTRIES, INC</u>	<u>FLORIDA</u>	<u>P14000058769</u>	<u>1-1-2015</u>

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>GEI INDUSTRIES, INC.</u>	<u>NEW JERSEY</u>	<u>N/A</u>
<u> </u>	<u> </u>	<u> </u>
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<u> </u>	<u> </u>	<u> </u>
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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 01 / 01 / 2015 (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 AUGUST 1, 2014.

The Plan of Merger was adopted by the board of directors of the surviving corporation on N/A 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 AUGUST 1, 2014.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on N/A and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

GEI INDUSTRIES, INC.

(a New Jersey Corporation)

DOV S. BACHARACH, PRESIDENT

DNB

GEI INDUSTRIES, INC.

(a Florida Corporation)

DOV S. BACHARACH, PRESIDENT

DNB

PLAN OF MERGER

(Non Subsidiaries)

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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

GEI INDUSTRIES, INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

GEI INDUSTRIES, INC.

NEW JERSEY

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

Shares in the surviving corporation shall be substituted for shares in the merging corporation in the same percentages. All officers and directors of the merging corporation shall assume similar positions in the surviving corporation. All assets of the merging corporation shall be transferred to the surviving corporation which shall assume all liabilities of the merging entity.

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:

Shares in the surviving corporation shall be substituted for shares in the merging corporation in the same amounts and percentages. *(Attach additional sheets if necessary)*

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:

N/A

Other provisions relating to the merger are as follows:

N/A

GEI INDUSTRIES, INC.
a New Jersey Corporation

BY: Dn B

Dov S. Bacharach, President

GEI INDUSTRIES, INC.
a Florida Corporation

BY: Dn B

Dov S. Bacharach, President

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