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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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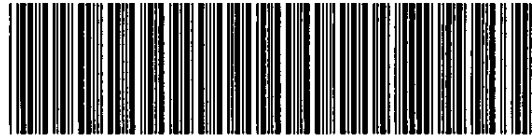
(Business Entity Name)

(Document Number)

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02/21/17--01021--004 \*\*70.00

FILED

2017 APR 10 PM 4:17

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*4/12/17*  
*Morgan*  
*13000147821*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** MATTRESS XPERTS BROWARD, INC.  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Tina D. Lee

Contact Person

MATTRESS XPERTS BROWARD, INC.

Firm/Company

3801 NORTH FEDERAL HIGHWAY

Address

OAKLAND PARK, FL 33308

City, State and Zip Code

ilene@mybrowardtax.com

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

For further information concerning this matter, please call:

Stephen H. Wagner, Esq.

at

305

350-5690

Name of Contact Person

Area Code and 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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 22, 2017

TINA D. LEE  
3801 NORTH FEDERAL HWY  
OAKLAND PARK, FL 33308

SUBJECT: MATTRESS XPERTS BOYNTON BEACH LLC  
Ref. Number: L13000147821

We have received your document for MATTRESS XPERTS BOYNTON BEACH LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Carol Mustain  
Regulatory Specialist II

Letter Number: 817A00003449

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

FILED  
2017 APR 10 PM 4:17  
CLERK OF STATE  
TALLAHASSEE, FLORIDA

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>
Mattress Xperts Broward, Inc.	Florida	Corporation
Mattress Xperts Boynton Beach LLC	Florida	LLC

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Mattress Xperts Broward, 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, 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:** The merger shall become effective on the date of filing with the Florida Department of State:

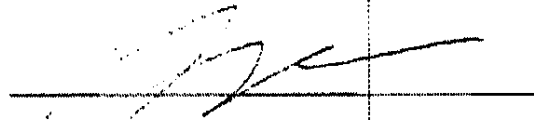
**SIXTH:**

Signature(s) for Each Party:

Name of the Corporation:

**MATTRESS XPERTS BROWARD, INC.**

Signature of the Chairman, Vice  
Chairman, President or Officer:



Typed or Printed Name  
Of Individual:

Jason Bulger

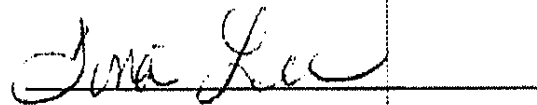
Title:

President

Name of the Other Entity:

**MATTRESS XPERTS BOYNTON  
BEACH LLC**

Signature of a Member or  
Authorized Representative:



Typed or Printed Name  
Of Individual:

Tina D. Lee

Title:

Managing Member

## PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Mattress Xperts Broward, Inc.	Florida	Corporation

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Mattress Xperts Broward, Inc.	Florida	Corporation
Mattress Xperts Boynton Beach LLC	Florida	LLC

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

- a. The Board of Directors of Mattress Xperts Broward, Inc., must adopt a resolution approving the proposed plan of merger and directing that the plan be submitted to a vote at a special meeting of the shareholders.
- b. The shareholders of Mattress Xperts Broward, Inc., must adopt a resolution approving the proposed plan of merger.
- c. The members of Mattress Xperts Boynton Beach LLC must adopt a resolution approving the proposed plan of merger.
- d. Articles of Merger must be executed by Mattress Xperts Broward, Inc., and Mattress Xperts Boynton Beach LLC, and filed with the Florida Department of State, Division of Corporations.
- e. Each unitholder of Mattress Xperts Boynton Beach LLC shall receive shares in Mattress Xperts Broward, Inc., in accordance with the resolutions of the shareholders of Mattress Xperts Broward, Inc.
- f. Mattress Xperts Boynton Beach LLC shall merge into Mattress Xperts Broward, Inc., and cease to exist.
- g. Title to all assets owned by Mattress Xperts Boynton Beach LLC shall vest in Mattress Xperts Broward, Inc. without reversion or impairment.

- h. Mattress Xperts Broward, Inc. shall become responsible for all liabilities of Mattress Xperts Boynton Beach LLC.
- i. Any claim or action against Mattress Xperts Boynton Beach LLC continues against Mattress Xperts Broward, Inc.
- j. Creditors of Mattress Xperts Boynton Beach LLC shall become creditors of Mattress Xperts Broward, Inc.

**FOURTH:** A statement of any changes in the Articles of Incorporation of the surviving corporation to be effected by the merger is as follows:

- a. NONE.

**FIFTH:** Other provisions related to the merger are as follows:

- a. The effective date of the merger for all corporate record, asset, and liability purposes shall be the 1st day of January, 2017.
- b. Neither Mattress Xperts Broward, Inc., nor Mattress Xperts Boynton Beach LLC may abandon this plan at any time after authorization by a vote of the equity holders of the respective companies.

**UNANIMOUS WRITTEN CONSENT OF THE SHAREHOLDERS  
OF**

**MATTRESS XPERTS BROWARD, INC.**

**Effective as of January 1, 2017**

The undersigned, being all of the Shareholders of Mattress Xperts Broward, Inc., a Florida corporation (the "**Corporation**"), do hereby waive all requirements of notice in accordance with Section 607.0706(1) of the Florida Statutes, and do hereby consent pursuant to Sections 607.0704(1) of the Florida Statutes to the adoption of the resolutions below taking or authorizing the actions specified therein. The undersigned hereby direct the Secretary of the Corporation to file this Consent with the books and records of the Corporation.

**WHEREAS**, the Shareholders of the Corporation have the authority to authorize certain activities of the Corporation; and

**WHEREAS**, the Corporation owns and operates a company selling mattresses, box springs, and other sleep-related products; and

**WHEREAS**, the Shareholders of the Corporation own an affiliate company, Mattress Xperts Boynton Beach LLC, a Florida limited liability company (the "**LLC**"), which also sells mattresses, box springs, and other sleep-related products; and

**WHEREAS**, the Board of Directors of the Corporation have determined that it is in the best interests of the Corporation that the businesses of the Corporation and the LLC be merged together, with the Corporation surviving (the "**Merger**"); and

**WHEREAS**, Articles and a Plan of Merger have been presented to the Shareholders of the Corporation to memorialize the Merger (the "**Plan**"); and

**WHEREAS**, in furtherance of the Plan and in consideration of the Merger it has been proposed that the share ownership of the Corporation be reapportioned to incorporate the equity holders of the LLC as shareholders of the Corporation;

**NOW, THEREFORE, LET IT BE**

**RESOLVED**, that the Merger and the Plan are hereby adopted and ratified; and it is further

**RESOLVED**, that, pursuant to and as a result of the Merger, the shares of the common stock of the Corporation shall be as follows:



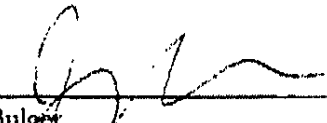
<u>Name</u>	<u>Share Ownership</u>
Jason Bulger	50%
Tina D. Lee	49%
Jim Randall Fleming	1%

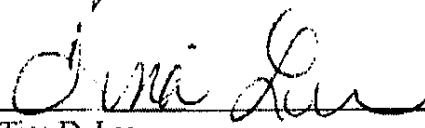
and it is further

**RESOLVED**, that the officers and, where appropriate, attorneys-in-fact of the Corporation be, and each hereby is, authorized and directed to execute and deliver any and all agreements, instruments, documents, declarations, reports and returns, and to take any and all other acts and execute any and all other documents, in the name and on behalf of the Corporation, to give effect to the foregoing resolutions and to effectuate the transactions authorized thereby; and it is further

**RESOLVED**, that all actions heretofore taken by the officers or directors of the Corporation in connection with foregoing resolutions be, and they hereby are, confirmed, ratified and approved in all respects.

**IN WITNESS WHEREOF**, the undersigned Shareholders of the Corporation have set their hands effective as of the 1st day of January, 2017.

  
\_\_\_\_\_  
Jason Bulger

  
\_\_\_\_\_  
Tina D. Lee