

Division of Corporations

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**MERGER OR SHARE EXCHANGE**  
**JLD REALTY INC.**

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**ARTICLES OF MERGER  
OF  
J. L. D. REALTY INC., A NEW YORK CORPORATION  
WITH AND INTO  
JLD REALTY INC., A FLORIDA CORPORATION**

Pursuant to the Florida Business Corporation Act and the New York Business Corporation Law, J. L. D. Realty, Inc., a New York corporation ("J. L. D. Realty") and JLD Realty Inc., a Florida corporation ("JLD Realty"), hereby adopt the following Articles of Merger with respect to the merger of J. L. D. Realty with and into JLD Realty (the "Merger"):

**FIRST:** The plan of merger, pursuant to the applicable provisions of the Florida Business Corporation Act, and the New York Business Corporation Act, is as follows:

(a) At the "Effective Time" (as such term is hereinafter defined), J. L. D. Realty will be merged with and into JLD Realty, and JLD Realty will be the surviving corporation of the Merger. JLD Realty is hereinafter sometimes referred to as the "Surviving Corporation."

(b) The terms and conditions of the Merger are as follows:

(i) The Surviving Corporation shall continue the corporate existence of JLD Realty under the laws of the State of Florida, and the Surviving Corporation shall possess all the rights, privileges, immunities and franchises, of a public as well as a private nature, of the party to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, including subscriptions for shares, and all other choses in action, and all and every other interest of or belonging to or due to the party to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and the title to any real estate, or any interest therein, vested in the party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Corporation shall thenceforth be responsible and liable for all of the liabilities and obligations of the party to the Merger, and any claim existing or action or proceeding by or against the party to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Corporation may be substituted in its place, and neither the rights of creditors nor any liens upon the property of the party will be impaired by the Merger.

(ii) The Articles of Incorporation of JLD Realty, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by applicable law.

(iii) The Bylaws of JLD Realty, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Corporation until thereafter amended as provided by law.

(iv) The directors and officers of JLD Realty immediately prior to the Effective Time shall be the directors and officers of the Surviving Corporation until their successors are duly elected and qualified.

(c) The manner and basis of converting or exchanging the shares of capital stock in J. L. D. Realty into shares of the capital stock in the Surviving Corporation shall be as follows:

(i) By virtue of the Merger and as of the Effective Time, the issued and outstanding shares of common stock in J. L. D. Realty will be converted into and become, without action on the part of the holders thereof, one hundred (100) issued and outstanding shares of common stock in JLD Realty.

(ii) At and after the Effective Time, the shareholders of J. L. D. Realty upon presentation and surrender of a certificate or certificates therefore to JLD Realty, will be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of JLD Realty's common stock to which such holders are entitled as provided in Subsection (c)(i) herein above. Until so presented and surrendered in exchange for a certificate representing common stock in JLD Realty, each certificate which represented issued and outstanding shares of common stock in J. L. D. Realty as of the Effective Time, shall be deemed for all purposes to evidence ownership of the number of shares of common stock in JLD Realty into which such shares of common stock in J. L. D. Realty have been converted pursuant to the Merger.

(d) The Merger shall become effective upon the date and time of the filing of Articles of Merger with the Division of Corporations of the Department of State of the State of Florida (the "Effective Date").

**SECOND:** Pursuant to the applicable provisions of the Florida Business Corporation Act and the Bylaws of JLD Realty, the directors and shareholders of JLD Realty approved the Merger by a Written Consent effective as of the 28<sup>th</sup> day of December, 2014, and the number of votes cast for approval was sufficient.

**THIRD:** Pursuant to the applicable provisions of the New York Business Corporation Act and the Bylaws of J. L. D. Realty, the directors and the shareholders of J. L. D. Realty approved the Merger by a Written Consent effective as of the 28<sup>th</sup> day of December, 2014, and the number of votes cast for approval was sufficient.

IN WITNESS WHEREOF, J. L. D. Realty and the JLD Realty have caused these Articles of Merger to be signed on their behalf hereinbelow by their respective duly authorized representatives on this 20 day of May, 2015.

J. L. D. REALTY INC., a New York corporation

By: 

Darryl Diamond, Chief Executive Officer

JLD REALTY INC., a Florida corporation

By: 

Darryl Diamond, President