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SECRETARY OF STATE  
TALLAHASSEE FLORIDA

*Morgan*

DEC 29 2015

R. WHITE

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** WIL-LAR PROPERTIES, 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:

STACEY S. GORMEZANO  
\_\_\_\_\_  
Contact Person

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

1200 WEST AVENUE, APT. 1107  
\_\_\_\_\_  
Address

MIAMI BEACH, FL 33139  
\_\_\_\_\_  
City/State and Zip Code

STACEYG319@AOL.COM  
\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

STACEY S. GORMEZANO At ( 305 ) 992-4733  
\_\_\_\_\_  
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)

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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.

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

| <u>Name</u>              | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|--------------------------|---------------------|--|
| WIL-LAR PROPERTIES, INC. | FLORIDA             | P14000093754                                     |

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

| <u>Name</u>              | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|--------------------------|---------------------|--|
| WIL-LAR PROPERTIES, INC. | NEW YORK            |  |
|                          |                     |  |
|                          |                     |  |
|                          |                     |  |
|                          |                     |  |

**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** 12 / 31 / 15 (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.)

**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.

**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 12/10/15.

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 12/10/15.

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)



# **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:

| <u>Name</u>              | <u>Jurisdiction</u> |
|--------------------------|---------------------|
| WIL-LAR PROPERTIES, INC. | FLORIDA             |
| _____                    | _____               |

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

| <u>Name</u>              | <u>Jurisdiction</u> |
|--------------------------|---------------------|
| WIL-LAR PROPERTIES, INC. | NEW YORK            |
| _____                    | _____               |
| _____                    | _____               |
| _____                    | _____               |
| _____                    | _____               |
| _____                    | _____               |

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

SEE ATTACHED - "AGREEMENT AND PLAN OF MERGER"

**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: *SEE ATTACHED - "AGREEMENT AND PLAN OF MERGER"*

*(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:

NOT APPLICABLE

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows:

NOT APPLICABLE

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of December 10, 2015 (this "Agreement"), is entered into by and between Wil-Lar Properties, Inc., a Florida corporation ("Wil-lar Properties, Inc. (FL)"), and Wil-Lar Properties, Inc., a New York corporation ("Wil-lar Properties, (NY)"). Wil-Lar Properties, Inc. (FL) and Wil-Lar Properties, Inc. (NY) are hereinafter sometimes collectively referred to as the "Constituent Corporations."

### WITNESSETH:

WHEREAS, Wil-Lar Properties, Inc. (FL) is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, Wil-Lar Properties, Inc. (NY) is a corporation duly organized and existing under the laws of the State of New York;

WHEREAS, the respective Board of Directors of Wil-Lar Properties, Inc. (FL) and Wil-Lar Properties, Inc. (NY) have determined that it is advisable and in the best interests of such corporations and their shareholders that Wil-Lar Properties, Inc. (FL) merge with and into Wil-Lar Properties, Inc. (FL) upon the terms and subject to the conditions set forth in this Agreement;

WHEREAS, for United States federal income tax purposes, the parties hereto intend the Merger (as defined below) shall qualify as an "F reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations promulgated thereunder, and this Agreement is hereby adopted as a plan of reorganization for purposes of Section 368(a)(1)(F) of the Code and the Treasury Regulations promulgated thereunder;

WHEREAS, the shareholders of Wil-Lar Properties, Inc. (FL) have approved this Agreement, by execution of written consent in accordance with Section 607.1107 of the Florida Business Corporation Act;

WHEREAS, the shareholders of Wil-Lar Properties, Inc. (NY), have approved this Agreement, by execution of a written consent in accordance with Section 907 of the New York Business Corporation Law.

NOW, THEREFORE, in consideration of the premises and mutual agreements and covenants herein contained, Wil-Lar Properties, Inc. (FL) and Wil-Lar Properties, Inc. (NY) hereby agree as follows:

1. Merger. Wil-Lar Properties, Inc. (NY) shall be merged with and into Wil-Lar Properties, Inc. (FL) (the "Merger") such that Wil-Lar Properties, Inc. (FL) shall be the surviving corporation (hereinafter referred to as the "Surviving Corporation"). Appropriate documents necessary to effectuate the Merger shall be filed with the Secretaries of State of the States of Florida and New York and the Merger shall become effective as of December 31, 2015 (the "Effective Time").

2. Governing Documents. The Certificate of Incorporation of Wil-Lar Properties, Inc. (FL) shall be the Certificate of Incorporation of the Surviving Corporation, and the By-Laws of Wil-Lar Properties, Inc. (FL) shall be the By-laws of the Surviving Corporation.

3. Directors. The persons who are the directors of Wil-Lar Properties, Inc. (NY) immediately prior to the Effective Time shall, after the Effective Time, be the director of the Surviving Corporation.

4. Officers. The persons who are the officers of Wil-Lar Properties, Inc. (FL) immediately prior to the Effective Time shall, after the Effective Time, be the officers of the Surviving Corporation.

5. Succession. At the Effective Time, the separate corporate existence of Wil-Lar Properties, Inc. (NY) shall cease and (i) all the rights, privileges, powers and franchises of a public and private nature of each of the Constituent Corporations, subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; (ii) all assets, property, real, personal and mixed, belonging to each of the Constituent Corporations; and (iii) all debts due to each of the Constituent Corporations on whatever account, including stock subscriptions and all other things in action; shall succeed to, be vested in and become the property of the Surviving Corporation without any further act or deed as they were of the respective Constituent Corporations. The title to any real estate vested by deed or otherwise and any other asset, in either of such Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of Wil-Lar Properties, Inc. (NY) shall be preserved unimpaired. To the extent permitted by law, any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place. All debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of Wil-Lar Properties, Inc. (NY), its shareholders, Board of Directors and committees thereof, officers and agents that were valid and effective immediately prior to the Effective Time, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Wil-Lar Properties, Inc. (FL).

6. Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors or assigns, there shall be executed and delivered on behalf of Wil-Lar Properties, Inc. (NY) such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Wil-Lar Properties, Inc. (NY), and otherwise to carry out the purposes of this Agreement. The officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of Wil-Lar Properties, Inc. (NY) or otherwise, to take any and all such action and to execute and deliver any and all such deeds and other instruments.

7. Conversion of Shares. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, (i) two shares of Wil-Lar Properties, Inc. (NY) common stock, no par value ("Wil-Lar Properties, Inc. (NY) Common Stock"), issued and outstanding immediately prior to the Effective Time shall be changed and converted into one share of Wil-Lar Properties, Inc. (NY) common stock, no par value ("Wil-Lar Properties, Inc. (FL) Common Stock").

8. Amendment. The parties hereto, by mutual consent of their respective Boards of Directors, may amend, modify or supplement this Agreement prior to the Effective Time.



9. Counterparts. This Agreement may be executed in one or more counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

10. Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

12. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Florida, without giving effect to the choice or conflict of law provisions contained therein to the extent that the application of the laws of another jurisdiction will be required thereby.

IN WITNESS WHEREOF, Wil-Lar Properties, Inc. (FL) and Wil-Lar Properties, Inc. (NY) have caused this Agreement to be executed and delivered as of the date first written above.

**Wil-Lar Properties, Inc.**, a New York corporation

By: Albert S. Gormezano  
Albert S. Gormezano

**Wil-Lar Properties, Inc.**, a Florida corporation

By: Albert S. Gormezano  
Albert S. Gormezano