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Division of Corporations

FAX No. 850-617-2366

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Florida Department of State

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MERGER OR SHARE EXCHANGE

Kessler Realty Holdings, Inc.

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ARTICLES OF MERGER(Pursuant to Section 607.1107 of
Florida Business Corporation Act)SECRETARY OF STATE
TALLAHASSEE, FLORIDA

KESSLER REALTY HOLDINGS, INC., a Florida Corporation, hereinafter referred to as the "Surviving Corporation," and **KESSLER REALTY HOLDINGS, INC.**, a New York corporation, hereinafter called the "Absorbed Corporation," have entered into an Agreement and Plan of Merger:

1. The Plan of Merger, attached hereto as Exhibit "A", provides that Surviving Corporation, Kessler Realty Holdings, Inc., a Florida corporation, shall be the surviving corporation and that Absorbed Corporation, Kessler Realty Holdings, Inc., a New York corporation, shall be the absorbed corporation. The purpose of the merger is effectuate a change in the place of organization of the Absorbed Corporation to the State of Florida as part as of a Type "F" reorganization under Section 368(a)(1)(F) of the Internal Revenue Code, and for no other purpose. All assets and liabilities of Absorbed Corporation are transferred and assumed by Surviving Corporation and no assets and liabilities are retained by Absorbed Corporation.

2. The Shareholder and Director of Absorbed Corporation have approved the Plan of Merger and the Shareholder and Director of Surviving Corporation have approved the Plan of Merger.

3. The duly authorized Agreement and Plan of Merger was executed by the CEO of Surviving Corporation on December 4, 2014.

4. The duly authorized Agreement and Plan of Merger was executed by the CEO of Absorbed Corporation on December 4, 2014.

5. The Effective Date of the merger shall be the date on which these Articles of Merger are filed.

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WARD DAWSON

FAX No. 5618423826

P. 004

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Surviving Corporation

**Kessler Realty Holdings, Inc.,
a Florida corporation**

By: Edward Kessler
Edward Kessler, CEO

[Corporate Seal]

Absorbed Corporation:

**Kessler Realty Holdings, Inc.,
a New York corporation**

By: Edward Kessler
Edward Kessler, CEO

[Corporate Seal]

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Exhibit "A"**PLAN OF MERGER**

Plan of Merger dated this 4th day of December, 2014, between Kessler Realty Holdings, Inc., a Florida corporation, hereinafter referred to the "Surviving Corporation," and Kessler Realty Holdings, Inc., a New York corporation, hereinafter referred to as the "Absorbed Corporation."

RECITALS

A. Absorbed Corporation is a corporation organized under the laws of the State of New York; and

B. Surviving Corporation is a corporation organized under the laws of the State of Florida; and

C. Surviving Corporation and Absorbed Corporation deem it desirable and in the best business interests of the respective corporations and their stockholder that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the provisions of Sections 607.1107, et seq., Florida Statutes; and

D. The purpose of this merger is to effectuate a change in the place of organization of the Absorbed Corporation from the State of New York to the State of Florida as part of a Type "F" reorganization, and for no other purpose.

NOW THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the Absorbed Corporation and Surviving Corporation agree as follows:

Section One. Merger. Absorbed Corporation shall merge with and into Surviving Corporation whereby Surviving Corporation shall be the sole and only remaining business organization.

Section Two. Terms and Conditions. On the Effective Date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property of the Absorbed Corporation, including, without limitation, real personal, and mixed property of the Absorbed Corporation, without

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the necessity for any separate transfer, all of which shall be governed by Florida law. The Surviving Corporation shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger hereof.

Section Three. Conversion of Shares. The manner and basis of the converting of the shares of the Absorbed Corporation into the shares of the Surviving Corporation is as follows:

Each outstanding share of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into one (1) share of the common stock of the Surviving Corporation, which shares of common stock of the Surviving Corporation shall thereupon be issued and outstanding. The shares in the Absorbed Corporation issued and outstanding prior to the Effective Date of the merger shall be surrendered by its shareholder and shall thereupon be cancelled on the books of the Surviving Corporation.

Surviving Corporation shall issue in exchange thereof certificates for the shares of stock in Surviving Corporation to which the shareholder is entitled as provided hereinabove.

Section Four. Articles of Incorporation of Surviving Corporation. The Articles of Incorporation of the Surviving Corporation shall continue to be the Articles of Incorporation following the effective date of the merger.

Section Five. By-Laws.

Section Six. Officers and Directors. The officers and director of the Surviving Corporation, on the Effective Date of the merger shall continue as the officers and directors of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. Prohibited Transactions. Neither the Absorbed Corporation nor the Surviving Corporation shall, prior to the Effective Date of the merger, engage in any activity or transaction other

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than in the ordinary course of business, except that the Absorbed Corporation and Surviving Corporation may take all action necessary or appropriate under the laws of the State of Florida and the State of New York to consummate this merger.

Section Eight. Approval of Stockholder. This Plan of Merger shall be submitted for the approval of the stockholder of the Absorbed Corporation and the stockholder of the Surviving Corporation in the manner provided by the applicable laws of the State of Florida and the State of New York at meetings on December 4, 2014.

Section Nine. Assets and Liabilities. The Absorbed Corporation hereby transfers and conveys all of its rights, title and interest in and to all of the assets of the Absorbed Corporation to the Surviving Corporation. If at time the Surviving Corporation shall consider or be advised that any acknowledgement or assurances in law or other similar actions are necessary or desirable in order to acknowledge or confirm in and to the Surviving Corporation any right, title or interest of the Absorbed Corporation held immediately prior to the effective date of the merger, the Absorbed Corporation and its proper officers and directors shall and will execute and deliver all such acknowledgements or assurances in law and all things necessary or proper to acknowledge or confirm such right, title, or interest in the Surviving Corporation that shall be necessary to carry out the purposes of this Plan of Merger, and the Surviving Corporation or the proper officers and directors thereof are fully authorized to take any and all such action in the name of the Absorbed Corporation or otherwise.

Section Ten. Effective Date of Merger. The Effective Date of the merger shall be the date upon which the Articles of Merger are filed such that the Surviving Corporation shall be the sole business organization organized and existing for the year of 2014, for tax purposes or otherwise.

Section Twelve. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

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Section Thirteen. Type "F" Reorganization. The sole purpose of this merger is to change the place of organization of the Absorbed Corporation to the State of Florida in a Type "F" reorganization.

Executed on behalf of the parties by their officers, sealed with their corporate seals, and attested by their respective secretaries pursuant to the authorization of their respective, officers and shareholders on the date first above written.

Dated December 4, 2014.

ABSORBED CORPORATION:

KESSLER REALTY HOLDINGS, INC.,
a New York Corporation

By: _____
Edward Kessler, CEO
[Corporate Seal]

SURIVING CORPORATION:

KESSLER REALTY HOLDINGS, INC.
a Florida Corporation

By: _____
Edward Kessler, CEO
[Corporate Seal]

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