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MERGER OR SHARE EXCHANGE
LCT Holdings, Inc.

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

**369 Flatbush Avenue Corp.
a New York corporation**

with and into

**LCT Holdings, Inc.
a Florida corporation**

Dated January 30, 2015

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 of the surviving corporation is LCT Holdings, Inc. and the jurisdiction of the surviving corporation is Florida.

Second: The name of the merging corporation is 369 Flatbush Avenue Corp. and the jurisdiction of the merging corporation is New York.

Third: The Plan of Merger is as set forth in the Plan of Reorganization and Agreement and Plan of Merger attached hereto as Exhibit A.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

Fifth: The Plan of Merger was adopted by the board of directors of the surviving corporation on January 30, 2015; prior to the effective time of the merger, the surviving corporation has no shareholders.

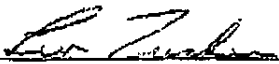
Sixth: The Plan of Merger was adopted by the shareholders of the merging corporation on January 30, 2015.

[Signature page follows.]

In witness whereof, the undersigned constituent corporations have executed these Articles of Merger as of the date first written above.

LCT Holdings, Inc.

369 Flatbush Avenue Corp.

By: 
Name: Leo Tucker
Title: CEO

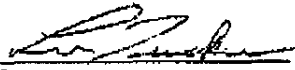
By: 
Name: Leo Tucker
Title: President

Exhibit A

Plan of Reorganization and Agreement and Plan of Merger

See attached.

**PLAN OF REORGANIZATION
AND
AGREEMENT AND PLAN OF MERGER**

THIS PLAN OF REORGANIZATION AND AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated January 30, 2015, is by and between 369 Flatbush Avenue Corp., a New York corporation ("369 Flatbush"), and LCT Holdings, Inc., a Florida corporation ("LCT").

WITNESSETH:

WHEREAS, 369 Flatbush is a corporation duly organized, validly existing and in good standing under the laws of the State of New York;

WHEREAS, LCT is a corporation duly organized, validly existing and in good standing under the laws of the State of Florida and was formed for the sole purpose of consummating the transactions contemplated hereby;

WHEREAS, (i) the majority of the officers and directors of, and stockholders representing a majority interest in, 369 Flatbush reside in the State of Florida, (ii) 369 Flatbush conducts no business and owns no properties or assets within the State of New York, and (iii) the Board of Directors of 369 Flatbush has determined that it is in the best interests of 369 Flatbush and its stockholders to reincorporate in the State of Florida;

WHEREAS, the Boards of Directors of 369 Flatbush and LCT have determined that, for purposes of effecting the reincorporation of 369 Flatbush in the State of Florida, it is advisable, to the advantage of and in the best interests of LCT, 369 Flatbush and the stockholders of 369 Flatbush that 369 Flatbush merge with and into LCT upon the terms and subject to the conditions herein provided;

WHEREAS, the Boards of Directors 369 Flatbush and LCT and the stockholders of 369 Flatbush have unanimously adopted and approved this Agreement and the Merger (defined below); and

WHEREAS, the parties intend, by executing this Agreement, to adopt a plan of reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended (the "Code"), and to cause the Merger described herein to qualify as a reorganization under the provisions of Section 368 of the Code.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, and intending to be legally bound, 369 Flatbush and LCT hereby agree as follows:

1. Merger. At the Effective Time (defined below) 369 Flatbush shall be merged with and into LCT (the "Merger") in accordance with the New York Business Corporation Law (the "NYBCL") and the Florida Business Corporations Act (the "Act"). The separate existence of 369 Flatbush shall cease and LCT shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation") and shall continue its corporate existence under the laws of the State of Florida.

2. Effective Time. The Merger shall be effective upon (a) the filing of a Certificate of Merger with the office of the New York Secretary of State in accordance with the provisions of Section 907 of the NYBCL; and (b) the filing of Articles of Merger with the Secretary of State of the State of Florida in accordance with the applicable provisions of Section 607.1105 of the Act; the date and time of the later of such filings is hereinafter referred to as the "Effective Time."

3. Name of Surviving Corporation; Effects of Merger. The name of the Surviving Corporation shall be "LCT Holdings, Inc." As of the Effective Time, the Merger shall have the effects set forth in the NYBCL, the Act and this Agreement.

4. Governing Documents.

a. The Certificate of Incorporation of LCT shall be the Certificate of Incorporation of the Surviving Corporation.

b. The Bylaws of LCT shall be the Bylaws of the Surviving Corporation.

5. Directors and Officers. The directors of LCT immediately prior to the Effective Time shall be the directors of the Surviving Corporation, and the officers of LCT immediately prior to the Effective Time shall be the officers of the Surviving Corporation. Such directors and officers will hold office from the Effective Time until their respective successors are duly elected or appointed and qualified in the manner provided in the Certificate of Incorporation and Bylaws of the Surviving Corporation, as the same may be lawfully amended, or as otherwise provided by law.

6. Manner of Conversion and Cancellation of Securities.

a. Outstanding Stock of LCT. LCT has a single authorized class of stock consisting of 200 shares of common stock ("LCT Common Stock"). Prior to the Effective Time, no shares of LCT Common Stock shall be issued or outstanding or entitled to vote on the Merger. At the Effective Time, each share of LCT Common Stock shall be issued to the stockholders of 369 Flatbush pursuant to Section 6(b) below.

b. Outstanding Stock of 369 Flatbush. 369 Flatbush has a single authorized class of stock consisting of 200 shares of common stock ("369 Flatbush Common Stock"), all of which are issued and outstanding and entitled to vote on the Merger. At the Effective Time, by virtue of the Merger and without any action on the part of the holder thereof, each share 369 Flatbush Common Stock outstanding immediately prior to the Effective Time shall be changed and converted into one fully paid and non-assessable share of LCT Common Stock.

7. Stock Certificates. From and after the Effective Time, all of the outstanding certificates which prior to that time represented shares of 369 Flatbush Common Stock shall be deemed for all purposes to evidence ownership of, and to represent shares of, LCT Common Stock. From and after the Effective Time, no holder of certificates which evidenced 369 Flatbush Common Stock immediately prior to the Effective Time shall have any rights with respect to the shares formerly evidenced by those certificates, other than the right to receive the shares of LCT Common Stock into which such 369 Flatbush Common Stock shall have been converted pursuant to the Merger.

8. Further Assistance. From and after the Effective Time, as and when required by LCT, there shall be executed and delivered on behalf of 369 Flatbush such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary in order to vest, perfect or confirm, of record or otherwise, in LCT the title to and possession of all the property, interests, assets, rights, privileges, immunities, power, franchises and authority of 369 Flatbush, and otherwise to carry out the purposes of this Agreement, and the officers and directors of LCT are fully authorized in the name and on behalf of 369 Flatbush or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

9. No Third-Party Beneficiaries. Except as provided in this Agreement, nothing herein expressed or implied is intended or shall be construed to confer upon or give any person, firm or corporation, other than the parties hereto or their respective successors and assigns, any rights or remedies under or by reason of this Agreement.

10. Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida.

11. Counterparts. This Agreement may be executed in any number of counterparts, all of which shall be considered to be an original instrument and all of which, taken together, shall be deemed one and the same agreement.

[Signature page follows.]

IN WITNESS WHEREOF, the parties hereto, intending to be legally bound hereby, have caused this Agreement to be executed as of the date first written above.

369 Flatbush Avenue Corp.

By: Leo Tucker
Name: LEO TUCKER
Title: President

LCT Holdings, Inc.

By: Leo Tucker
Name: LEO TUCKER
Title: CEO