

P15000048323

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

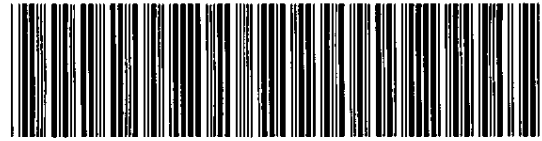
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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Merger

RECEIVED
15 JUN -5 PM 4:16
DIVISION OF CORPORATIONS

JUN 12 2015
D CONNELL

SUNSHINE CORPORATE & FILING SERVICES, INC.

3458 LAKESHORE DRIVE
TALLAHASSEE, FLORIDA 32312
(850) 656-4724
TOLL FREE: 844-541-6792

COVER LETTER

WALK IN

ENTITY NAME: CONZA CAPITAL CORP.

CK # 1738

AMOUNT: _____

PLEASE FILE THE ATTACHED AND RETURN:

PLAIN COPY

CERTIFIED COPY

PLEASE CONTACT TINA AT 850-508-1891 FOR
FURTHER INFORMATION ON THIS MATTER.

THANK YOU!

TINA GOFF, PRESIDENT



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 8, 2015

SUNSHINE CORPORATE & FILING SERVICES, INC.

SUBJECT: CONZA CAPITAL CORP.
Ref. Number: P15000048323

~~URGENT~~
Articles Attached
could we have
BACK TODAY?
6-12-15?
shank you!
Also - could
you leave
me a note
a stop filing
fee?
I don't
know much
I paid 3

We have received your document . However, the enclosed document has not been filed and is being returned to you for the following reason(s):

THE ATTACHMENT MENTIONED ON PAGE 2, #2 OF THE PLAN AND AGREEMENT OF MERGER MUST BE ATTACHED.

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.

Darlene Connell
Regulatory Specialist III

Letter Number: 015A00011981

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
15 JUN 12 AM 11:33
To Acknowledge
Sufficiency of Filing

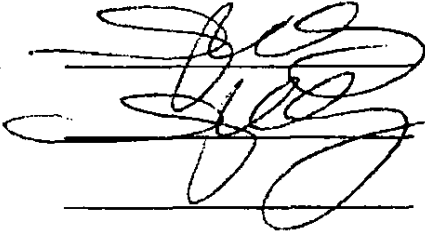
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

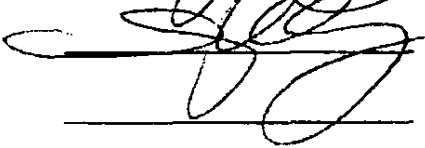
Typed or Printed Name of Individual & Title

Conza Capital Corp.



Anthony P. Conza, President

Conza Capital Corp.



Anthony P. Conza, President

PLAN AND AGREEMENT OF MERGER

OF

**CONZA CAPITAL CORP.
(a Florida corporation)**

AND

**CONZA CAPITAL CORP.
(a New York corporation)**

(Non-Subsidiaries)

The following Agreement and 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.

PLAN AND AGREEMENT OF MERGER entered into on June 2, 2015, by Conza Capital Corp., a business corporation of the State of Florida, and approved by resolution adopted by its sole Director and sole Stockholder on said date, and entered into on June 2, 2015, by Conza Capital Corp., a business corporation of the State of New York, and approved by resolution adopted by its sole Director and sole Stockholder on said Date.

WHEREAS, Conza Capital Corp., (the "Surviving Corporation") is a business corporation of the State of Florida, with its registered office therein located at 450 Alton Road, Apt. 4002, Miami Beach, Fl. 33139; and

WHEREAS, the total number of shares of stock which Conza Capital Corp., a Florida Corporation, has as authority to issue is 200 no par value;

WHEREAS, Conza Capital Corp. (the "Non-Surviving Corporation") is a business corporation of the State of New York with its principal office therein located at 450 Alton Road, Apt. 4002, Miami Beach, Fl. 33139; and

WHEREAS, the total number of shares of stock which Conza Capital Corp., a New York Corporation, has authority to issue is 200 no par value; and

WHEREAS, the New York Business Corporation Law permits a merger of a business corporation of the State of New York with and into a business corporation of another foreign jurisdiction; and

WHEREAS, the Florida Business Corporation Act permits the merger of a business corporation of another foreign jurisdiction with and into a business corporation of the State of Florida; and

WHEREAS, the two corporations and their respective Boards of Directors and stockholders thereof deem it advisable and to the advantage, welfare and best interests of said corporations and their respective stockholders to merge Conza Capital Corp., a New York Corporation with and into Conza Capital Corp., a Florida Corporation, pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the New York Business Corporation Law, upon the terms and conditions hereinafter set forth.

NOW, THEREFORE, in consideration of the premises and of the mutual

agreement of the parties hereto, being thereunto duly entered into by Conza Capital Corp., a New York Corporation, and approved by a resolution adopted by its sole Director and its sole Stockholder entitled to vote thereon and being thereunto duly entered into by the Conza Capital Corp., a Florida Corporation and approved by a resolution adopted by its sole Director and its sole Stockholder entitled to vote thereon, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement.

1. Conza Capital Corp., a New York Corporation, shall, pursuant to the applicable provisions of the Florida Business Corporation Act and the provisions of the New York Business Corporation Law, be merged with and into a single corporation, to wit, CONZA CAPITAL CORP., a Florida Corporation, which shall be the surviving corporation from and after the effective date of the merger, and which is sometimes hereinafter referred to as the "Surviving Corporation", and which shall continue to exist as said Surviving Corporation under its present name pursuant to the provisions of the Florida Business Corporation Act. The separate existence of Conza Capital Corp., a New York Corporation, which is sometimes hereinafter referred to as the "Non-Surviving Corporation", shall cease at said effective date in accordance with the provisions of the New York Business Corporation Law.

2. Annexed hereto and made a part hereof is a copy of the Articles of Incorporation of the Surviving Corporation as the same shall be in force and effect at the effective time in the State of Florida of the merger herein provided for; and said Certificate of Incorporation shall continue to be the Certificate of Incorporation of said Surviving Corporation until amended and changed pursuant to the provisions of the Florida Business Corporation Act.

3. The present by-laws of the Surviving Corporation will be the by-laws of said Surviving Corporation and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the Florida Business Corporation Act.

4. The directors and officers in office of the Surviving Corporation at the effective date of the merger, shall be the members of the first Board of Directors and the first officers of the Surviving Corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the provisions of the Florida Business Corporation Act and pursuant to the by-laws of the Surviving Corporation.

5. Each share of the Common Stock no par value of the Non-Surviving Corporation shall, from and after the effective time of the merger, be exchanged for one (1) share of the Common Stock no par value of the Surviving Corporation.

6. The Surviving Corporation does hereby agree that it may be served with process in the State of Florida in any proceeding for enforcement of any obligation of the Non-Surviving Corporation, as well as for enforcement of any obligation of the Surviving Corporation arising from the merger herein provided for, including any suit or other proceeding to enforce the right of any stockholder of the Non-Surviving Corporation as and when determined under applicable appraisal proceedings pursuant to the provisions of New York Business Corporation Law. The Surviving Corporation does hereby irrevocably appoint the Secretary of State of the State of Florida as its agent to accept service of process in any such suit or other proceedings; and does hereby specify the following address without the State of New York to which a copy of such process shall be mailed by the Secretary of State of the State of Florida:

Anthony P. Conza, 450 Alton Road, Apt. 4002, Miami Beach, Fl. 33139.

7. Both the Surviving Corporation and the Non-Surviving Corporation agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of New York, and that they will cause to be performed all necessary acts within the State of Florida and the State of New York and elsewhere to effectuate the merger herein provided for.

8. The Board of Directors and the proper officers of the Non-Surviving Corporation and of the Surviving Corporation are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file and record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

Signatures on following page:

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: June 2, 2015

Conza Capital Corp., a New York Corp.

By: 
Anthony P. Conza, President

Conza Capital Corp., a Florida Corp.

By: 
Anthony P. Conza, President

ARTICLES OF INCORPORATION

In compliance with Chapter 607 and/or Chapter 621, F.S. (Profit)

ARTICLE I NAME

The name of the corporation shall be: Conza Capital Corp.

ARTICLE II PRINCIPAL OFFICE

Principal street address

Mailing address, if different is:

450 Alton Road, Apt. 4002

Miami Beach, Florida 33139

ARTICLE III PURPOSE

The purpose for which the corporation is organized is: to engage in any lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

ARTICLE IV SHARES

The number of shares of stock is: 200 no par value

ARTICLE V INITIAL OFFICERS AND/OR DIRECTORS

Name and Title: Anthony P. Conza, Pres.

Name and Title: _____

Address 450 Alton Road, Apt. 4002

Address: _____

Miami Beach, Fl. 33139

Name and Title: _____

Name and Title: _____

Address _____

Address: _____

Name and Title: _____

Name and Title: _____

Address _____

Address: _____

15 JUN - 10 06 AM '77

Name and Title: _____ Name and Title: _____
 Address: _____ Address: _____

ARTICLE VI REGISTERED AGENT

The name and Florida street address (P.O. Box NOT acceptable) of the registered agent is:

Name: Anthony P. Conza
 Address: 450 Alton Road, Apt. 4002
Miami Beach, Fl. 33139

ARTICLE VII INCORPORATOR

The name and address of the Incorporator is:

Name: Anthony P. Conza
 Address: 450 Alton Road, Apt. 4002
Miami Beach, Fl. 33139

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment as registered agent and agree to act in this capacity

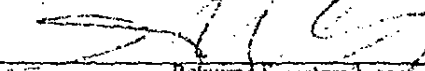


 Required Signature/Registered Agent

May 29, 2015

 Date

I submit this document and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S.



 Required Signature/Incorporator

May 29, 2015

 Date