

P15000048956

(Requestor's Name)

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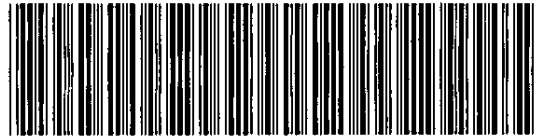
(Business Entity Name)

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C McNAIR

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

SENSE-ABLE STRATEGIES, INC.

MERGER

Signature _____

Requested by: SETH

11/02/15

Name

Date

Time

Walk-In

Will Pick Up

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- ____ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ☒ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

ARTICLES OF MERGER
OF
SENSE-ABLE STRATEGIES, INC.,
A New York corporation,
INTO
SENSE-ABLE STRATEGIES, INC.,
a Florida corporation

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Pursuant to Section 607.1105 of the Florida Statutes, the undersigned corporations, SENSE-ABLE STRATEGIES, INC., a New York corporation, and SENSE-ABLE STRATEGIES, INC., a Florida corporation, submit the following Articles of Merger:

1. Plan of Merger. The Plan of Merger setting forth the terms and conditions of merging SENSE-ABLE STRATEGIES, INC., a New York corporation, Document No. B041622 (the "Disappearing Corporation") into SENSE-ABLE STRATEGIES, INC., a Florida corporation, Document No. P15000048956 (the "Surviving Corporation"), is attached to these Articles as an exhibit and is hereby incorporated herein by this reference.

2. Adoption of Plan by the Surviving Corporation. The Plan of Merger was adopted by the sole director of the Surviving Corporation on October 23, 2015. Shareholder approval was not required.

3. Adoption of Plan by the Dissolving Corporation. The Plan of Merger was approved by the sole director and the sole shareholder of Disappearing Corporation on October 23, 2015, in accordance with the laws of the State of New York.

4. Effective Date. The merger shall become effective on the date these Articles of Merger are filed with the Florida Department of State.

5. Foreign Law. The laws of the State of New York, the jurisdiction of organization of the Disappearing Corporation, permit the merger contemplated by the Plan of Merger, and the laws of the State of New York, on fulfillment of all filing and recording requirements set forth by the applicable laws of the State of New York, have been complied with.

IN WITNESS WHEREOF, each of the undersigned corporations has caused these Articles to be signed as of 06 23, 2015.

SENSE-ABLE STRATEGIES, INC.,
a Florida corporation

By: 

JUDITH ROSEMARIN
Its: President

The "Surviving Corporation"

SENSE-ABLE STRATEGIES, INC.,
a New York corporation

By: 

JUDITH ROSEMARIN
Its: President

The "Disappearing Corporation"

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COPY

PLAN OF MERGER

This agreement is made between SENSE-ABLE STRATEGIES, INC., a Florida corporation, and SENSE-ABLE STRATEGIES, INC., a New York corporation, the corporations being sometimes hereafter collectively referred to as the "Constituent Corporations."

WHEREAS, the respective Boards of Directors of the Constituent Corporations deem it advisable that SENSE-ABLE STRATEGIES, INC., a New York corporation, (the "Disappearing Corporation"), be merged into SENSE-ABLE STRATEGIES, INC., a Florida corporation (the "Surviving Corporation"), and desire to merge the two corporations under the laws of the State of Florida and under the laws of the State of New York, as applicable, in the manner provided therefore pursuant to those laws.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

1. Agreement to Merge. The Constituent Corporations hereby agree that the Disappearing Corporation shall be merged into the Surviving Corporation.

2. Name of Merged Corporation. The name of the Surviving Corporation shall be changed to "SENSE-ABLE STRATEGIES, INC."

3. Place of Office of Surviving Corporation. The place in Florida where the principal office of the Surviving Corporation is to be located is 6120 Medici Court, #103, Sarasota, Florida 34243.

4. Purposes of Surviving Corporation. The purposes of the Surviving Corporation are to engage in any lawful act or activity for which corporations may be formed under the Florida Business Corporation Act.

5. Authorized Shares of Corporations. The present number of shares which the Disappearing Corporation is authorized to issue is 200 shares of no par common stock. Judith Rosemarin currently owns all shares that are issued and outstanding. The present number of shares

which the Surviving Corporation is authorized to issue is 7,500 shares of \$1.00 par voting common stock, of which 100 shares are now issued and outstanding to Judith Rosemarin.

6. Director. The sole director of the Surviving Corporation, Judith Rosemarin, shall continue as such until her successors are duly elected or designated after the Effective Date of the merger as defined below.

7. Mode of Effecting Merger. The sole shareholder of the Surviving Corporation and the sole shareholder of the Disappearing Corporation are the same. Therefore, all outstanding shares of the Surviving Corporation shall remain outstanding and all outstanding shares of the Disappearing Corporation shall be cancelled as of the Effective Date defined below.

8. Reporting of Assets at Book Value in Accounts of Surviving Corporation; Pooling of Interests. The assets of the Disappearing Corporation shall be reported in the accounts of the Surviving Corporation at their book value as of the Effective Date. The aggregate stated capital, capital surplus, and earned surplus of the Constituent Corporations shall be, respectively, the stated capital, capital surplus, and earned surplus of the Surviving Corporation. All debts, liabilities and duties of the Disappearing Corporation shall become those of the Surviving Corporation.

9. Articles of Incorporation. The Articles of Incorporation of the SENSE-ABLE STRATEGIES, INC. shall be the articles of the Surviving Corporation, without amendment.

11. Bylaws. The Bylaws of SENSE-ABLE STRATEGIES, INC., shall be the Bylaws of the Surviving Corporation, without amendment.

12. Effective Date of Plan. This Plan of Merger shall become effective when this Plan, or other such other appropriate instrument, has been filed with the Florida Department of State in the manner provided by law (the "Effective Date").

13. Directors' Rights to Abandon Merger. The Board of Directors of each of the Constituent Corporations shall have the power at its discretion to abandon the merger provided for herein prior to the filing of this Plan provided such Corporation has such power under the laws applicable to it prior to the Effective Date.

14. New York Provisions. The following additional provisions are included for compliance with New York law:

- (i) The surviving Florida corporation shall agree that it may be served with process in New York in any action or special proceeding for the enforcement of any liability or obligation of the constituent New York corporation, and for the enforcement, as provided in the Business Corporation Law, of the right of shareholders of the constituent New York corporation, to receive payment for their shares against the surviving Florida corporation.
- (ii) The surviving Florida corporation shall agree that, subject to the provisions of N.Y. Bus. Corp. Law § 623, it will promptly pay to the shareholders of the constituent New York corporation, the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law relating to the right of shareholders to receive payment for their shares.
- (iii) The surviving Florida corporation shall designate the Secretary of State of the State of New York as its agent upon whom process against said surviving Florida corporation may be served in the manner set forth in N.Y. Bus. Corp. Law § 306(b) in any action or special proceeding.

The Constituent Corporations have caused their respective corporate names to be signed hereto by their respective presidents and secretaries, thereunto duly authorized by the respective Board of Directors and, when necessary, shareholders of the Constituent Corporations, on the date indicated below.

SENSE-ABLE STRATEGIES, INC.,
a Florida corporation

By: 

JUDITH ROSEMARIN

Its: President and Secretary

Dated: OCT 23, 2015

(CORPORATE SEAL)

“Surviving Corporation”

SENSE-ABLE STRATEGIES, INC.,
a New York corporation

By: _____

JUDITH ROSEMARIN

Its: President and Secretary

Dated: Oct 23, 2015

(CORPORATE SEAL)

"Disappearing Corporation"

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