

P15000082787

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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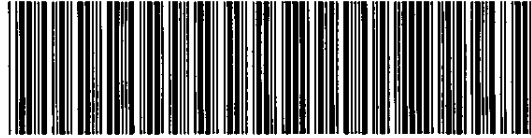
(Business Entity Name)

(Document Number)

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FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
2016 JUL 11 AM 7:59

JUL 20 2016

C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HAYMAN-WOODWARD CORP

Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

CARLOS LEONARDO LIMA-FREITAS

Contact Person

HAYMAN-WOODWARD CORP

Firm/Company

333 SE 2nd AVE 20th Floor

Address

MIAMI, FL 33131

City/State and Zip Code

office@haymanwoodward.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

CARLOS LEONARDO LIMA-FREITAS

Name of Contact Person

At (305) 515-8095

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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2016 JUL 11 AM 8:00

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 and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
HAYMAN-WOODWARD CORP.	MIAM-DADE	P15000082787

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BALBINO AND ASSOCIATES INC.	MIAM-DADE	P14000102173

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 MAY 01 2016 (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 APRIL 26, 2016.

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 APRIL 26, 2016.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Hayman-Woodward Corp.

[Signature]

Carlos Leonardo Lima-Freitas - President

Balbino and Associates Inc.

E-5

Carlos Leonardo Lima-Freitas - President

Balbino and Associates Inc.

Charles Sullivan

Eliane Maria Barros Balbino - Secretary

Balbino and Associates Inc.

Almeida & Gallo

Alessandra Balnino Ribeiro - Director

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
2010 JUL 11 AM 8:00

PLAN OF MERGER

(Non Subsidiaries)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2016 JUL 11 AM 8:00

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:

Name

Jurisdiction

HAYMAN-WOODWARD CORP.

Miami-Dade

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Balbino and Associates Inc.

Miami-Dade

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

HAYMAN-WOODWARD CORP will inherit any and all staff, assets, liabilities and clients of Balbino & Associates Inc.

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:

(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:

Carlos Leonardo Lima-Freitas shall remain as president of the surviving corporation

Alessandra Balbino Ribeiro shall be named Secretary of the surviving corporation

Eliane Maria Barros Balbino shall be named Director of the surviving corporation

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
2016 JUL 11 AM 8:00

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows: