

P15000087259

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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800279959298

merger

12/15/15--01021--026 **35.00

12/15/15--01021--027 **35.00

FILED
15 DEC 30 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 31 2015
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*00789, 00077, 00671

Law Offices

STUART LEVINE, LLC

29 WEST SUSQUEHANNA AVENUE
SUITE 500
BALTIMORE, MARYLAND 21204

Stuart Levine
sltax@taxation-business.com

Telephone
410.630.4422

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443.927.7075

December 14, 2015

Via FedEx Overnight
FedEx Tracking Number 7751 9580 9694

Department of State
Division of Corps--Corp. Filing
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

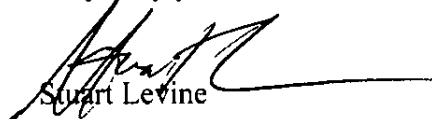
Re: Merger of Sardi Design, Inc. (a Maryland Corporation) into Sardi Design, Inc. (a Florida corporation)

Dear Sir/Madam:

Enclosed you will find a fully executed copy of the Articles of Merger merging Sardi Design, Inc. (a Maryland Corporation) into Sardi Design, Inc. (a Florida corporation). Also enclosed, you will find two checks, each in the amount of \$35.00 drawn to the order of the Secretary of State. It was not clear whether the total fee was \$35.00 or \$70.00. In the event that the fee is only \$35.00, simply return one of the checks to me in the enclosed, self-addressed, stamped envelope.

If you have any questions, please do not hesitate to contact my office.

Very truly yours,


Stuart Levine

Enclosures (as noted)

cc: Marcela Sardi (Via E-Mail Address: marcela@sardidesign.com, w/copies of enclosures)
File

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December 29, 2015

Via FedEx Overnight
FedEx Tracking Number 7753 0718 3146

Department of State
Division of Corps--Corp. Filing
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

**Re: Merger of Sardi Design, Inc. (a Maryland Corporation) into Sardi
Design, Inc. (a Florida corporation)
Sardi Design, LLC Reference Number P15000087259**

Dear Sir/Madam:

Enclosed you will find the following:

1. Your letter dated December 18, 2015, together with all enclosures thereto, including the Articles of Merger; and
2. A fully executed copy of the Plan of Merger as requested in your letter of December 18.

There are no checks enclosed since they were enclosed under cover of my letter to you of December 14, 2015, and have not been returned. Unless you inform me otherwise, I will assume that the proceeds of those checks are sufficient to cover all necessary fees.

**Florida Secretary of State
Department of Corporations
December 29, 2015
Page 2**

Stuart Levine

If you have any questions, please do not hesitate to contact my office.

Very truly yours,



Stuart Levine

Enclosures (as noted)

cc: Marcela Sardi (Via E-Mail Address: marcela@sardidesign.com, w/copies of enclosures)
File



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 18, 2015

Stuart Levine, LLC
29 West Susquehanna Ave
Suite 500
Baltimore, MD 21204

SUBJECT: SARDI DESIGN, INC.
Ref. Number: P15000087259

We have received your document for SARDI DESIGN, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The articles of merger must contain the provisions of the plan of merger or the plan 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.

Annette Ramsey
Regulatory Specialist II

Letter Number: 415A00026567

RECEIVED

15 DEC 30 PM 12:23

ARTICLES OF MERGER
BETWEEN
SARDI DESIGN, INC.
(A MARYLAND CORPORATION)
AND
SARDI DESIGN, INC.
(A FLORIDA CORPORATION)

FILED
15 DEC 30 PM 12:14
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Sardi Design, Inc. , a corporation duly organized and existing under the laws of the State of Maryland ("Sardi MD"), and Sardi Design, Inc., a corporation duly organized and existing under the laws of the State of Florida ("Sardi FL"), do hereby certify that:

FIRST: The name and jurisdiction of the surviving corporation is:

Sardi Design, Inc., a corporation duly organized and existing under the laws of the State of Florida.

SECOND: The name and jurisdiction of each merging corporation is:

Sardi Design, Inc., a corporation duly organized and existing under the laws of the State of Maryland.

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.

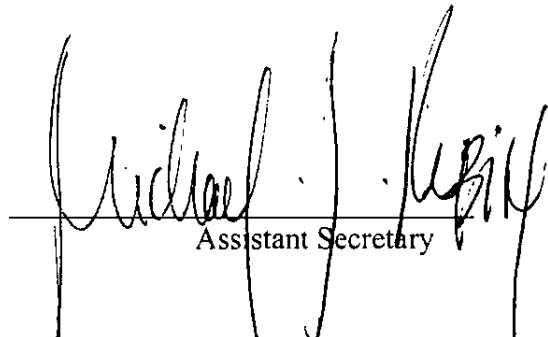
FIFTH: The Plan of Merger was adopted by board of directors and the shareholders of the surviving corporation on December 18 2015.

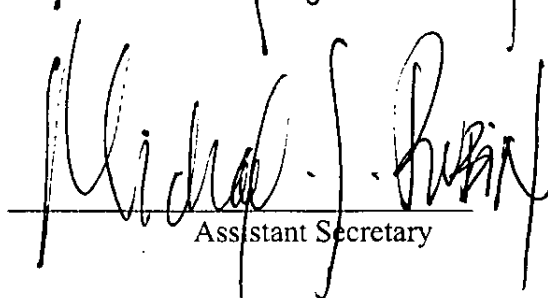
SIXTH: The Plan of Merger was adopted by board of directors and the shareholders of the merging corporation on December 18 2015.

IN WITNESS WHEREOF, Sardi Design, Inc. , a corporation duly organized and existing under the laws of the State of Maryland ("Sardi MD"), and Sardi Design, Inc., a corporation duly organized and existing under the laws of the State of Florida ("Sardi FL") have caused these


presents to be signed in their respective names and on their respective behalves by their respective presidents and witnessed by their respective secretaries on December __, 2015.

ATTEST:



Assistant Secretary


Assistant Secretary

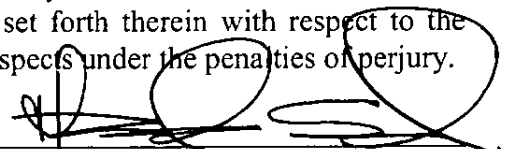
Sardi Design, Inc., A Florida Corporation

By 
Marcela Sardi, President and Sole Director

Sardi Design, Inc., A Maryland Corporation

By 
Marcela Sardi, President

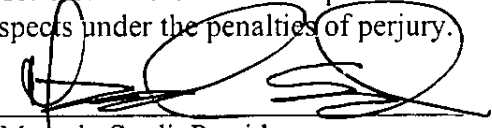
THE UNDERSIGNED, President of Sardi Design, Inc., a Maryland corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of her knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.


Marcela Sardi, President
Sardi Design, Inc., a Maryland corporation

Dated: December 10, 2015

THE UNDERSIGNED, President of Sardi Design, Inc., a Florida corporation, who executed on behalf of the Corporation the foregoing Articles of Merger of which this certificate is made a part, hereby acknowledges in the name and on behalf of said Corporation the foregoing Articles of Merger to be the corporate act of said Corporation and hereby certifies that to the best of her

knowledge, information, and belief the matters and facts set forth therein with respect to the authorization and approval thereof are true in all material respects under the penalties of perjury.



Marcela Sardi, President
Sardi Design, Inc., a Florida
corporation

Dated: December 18, 2015

PLAN OF MERGER

PLAN OF MERGER EXPLANATORY STATEMENT

This Plan of Merger(the "Plan") is for the purpose of effecting the complete merger of Sardi Design, Inc., a Maryland corporation ("Sardi MD"), into Sardi Design, Inc., a Florida corporation ("Sardi FL").

PREMISE 1: The Plan shall become effective upon the formal adoption by the affirmative consent of the sole shareholder of the Corporation, Marciela Sardi.

PREMISE 2: Sardi MD is a corporation duly organized and existing under the value of laws of the State of Maryland and has issued an outstanding One Hundred (100) shares of stock without par value.

PREMISE 3: Sardi FL is a corporation duly organized and existing under the value of laws of the State of Florida and has issued an outstanding One (1) share of stock without par value.

PREMISE 4: The Board of Directors of Sardi MD has determined that it is advisable and in the best interests of Sardi MD and its shareholders to merge with and into Sardi FL upon the terms and conditions herein provided.

PREMISE 5: The Board of Directors of Sardi FL has determined that it is advisable and in the best interests of Sardi FL and its shareholders for Florida MD to be merged with and into Sardi FL upon the terms and conditions herein provided.

PREMISE 6: The Board of Directors of both Sardi MD and Sardi FL have approved this agreement by written consent and have recommended to the shareholders of each of the respective corporations that they approve this agreement.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Sardi MD and Sardi FL hereby agree, subject to the terms and conditions herein set forth, as follows:

SECTION 1. MERGER

1.1. MERGER In accordance with the provisions of this Agreement, the Maryland Corporation Law and the Florida Business Corporation Act, Sardi MD shall be merged with and into Sardi FL (the "Merger"), the separate existence of Sardi MD shall cease and Sardi FL shall survive the Merger and shall continue to be governed by the laws of the State of Florida, and Sardi FL shall be, and is herein sometimes referred to as, the "Surviving Corporation," and the name of the Surviving Corporation shall be "Sardi Design, Inc."

1.2. FILING AND EFFECTIVENESS The Merger shall become effective on date that the following actions shall have been completed:

1.2.1. This Agreement and the Merger shall have been adopted and approved by the Shareholders of each constituent corporation in accordance with the requirements of Maryland Corporation Law and the Florida Business Corporation Act;

1.2.2. All of the conditions precedent to the consummation of the Merger specified in this Agreement shall be satisfied or duly waived by the party entitled to satisfaction thereof;

1.2.3. An executed Certificate of Merger or an executed, acknowledged and certified counterpart of this Agreement meeting the requirements of the Florida Business Corporation Act shall have been filed with the Secretary of State of the State of Florida; and

1.2.4. Articles of Merger meeting the requirements of the Maryland Corporation Law shall have been filed with the Maryland Department of Assessments and Taxation.

1.2.5. The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date" of the Merger.

1.3 EFFECT OF THE MERGER Upon the Effective Date of the Merger, the separate existence of Sardi MD shall cease and Sardi FL, as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and Sardi MD Board of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Sardi MD, (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Sardi MD in the same manner as if Sardi FL had itself incurred them, all as more fully provided under the applicable provisions of Maryland Corporations Law and the Florida Business Corporation Act.

SECTION 2 CHARTER DOCUMENTS, DIRECTORS, AND OFFICERS

2.1 CERTIFICATE OF INCORPORATION. Upon the effectiveness of the Merger, the Certificate of Incorporation of Sardi FL as in effect immediately prior to the effective Date of the Merger shall continue in full force and effect as the Certificate of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2. BYLAWS. The Bylaws of Sardi FL as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable.

2.3 DIRECTORS AND OFFICERS. The directors and officers of Sardi FL immediately prior to the Effective Date of the Merger shall be the directors and officers of the

Surviving Corporation until their respective successors shall have been duly elected and qualified or until as otherwise provided by law, or the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

SECTION 3 MANNER OF CONVERSION OF SECURITIES

3.1 SARDI MD COMMON STOCK. Upon the Effective Date of the Merger, each one hundred shares of Sardi MD Common Stock without par value, outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be changed and converted into and exchanged for one fully paid and non-assessable share of Common Stock without par value, of the Surviving Corporation.

3.2. FRACTIONAL SHARES. No fractional shares shall be issued by the Surviving Corporation upon the conversion of any share of Common Stock of Sardi MD into Common Stock of the Surviving Corporation. If the conversion would result in the issuance of a fractional share of Common Stock, the Surviving Corporation shall, in lieu of issuing the fractional share, pay the holder otherwise entitled to such fraction a sum in cash equal to the fair market value of such fraction on the date of conversion (as determined in good faith by the Board of Directors of the Surviving Corporation).

SECTION 4 GENERAL PROVISIONS

4.1 COVENANTS OF SARDI FL. Sardi FL covenants and agrees that it will, on or before the Effective Date of the Merger: (a) File any and all documents with the appropriate Florida tax authorities necessary for the assumption by Sardi FL of all of the franchise tax liabilities of Sardi MD; and (c) Take such other actions as may be required by the Florida Business Corporation Act.

4.2 FURTHER ASSURANCES. From time to time, as and when required by Sardi FL or by its successors or assigns, there shall be executed and delivered on behalf of Sardi MD such deeds and other instruments, and there shall be taken or caused to be taken by Sardi FL and Sardi MD such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Sardi FL the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Sardi MD and otherwise to carry out the purposes of this Agreement, and the officers and directors of Sardi FL are fully authorized in the name and on behalf of Sardi MD or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 ABANDONMENT. At any time before the filing of this Agreement with the Secretary of State of the State of Florida, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either Sardi MD or Sardi FL, or both, notwithstanding the approval of this Agreement by the shareholders of Sardi MD or by the sole stockholder of Sardi FL, or by both.

4.4 AMENDMENT. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretaries of State of the State of Florida and the State Department of Taxation of Maryland, provided that an amendment made subsequent to the adoption of this Agreement by the shareholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (2) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (3) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class of shares or series thereof of such Constituent Corporation.

4.5 REGISTERED OFFICE. The registered office of the Surviving Corporation in the State of Florida is located at 1815 Purdy Avenue Miami Beach, Florida and Marcela Sardi is the registered agent of the Surviving Corporation at such address.

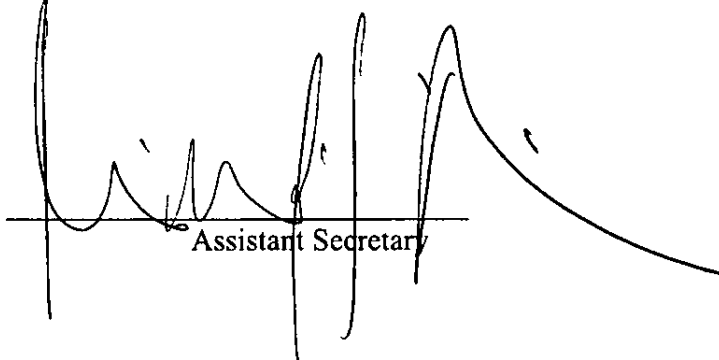
4.6 AGREEMENT. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 1815 Purdy Avenue Miami Beach, Florida and copies thereof will be furnished to any shareholder of either Constituent Corporation, upon request and without cost.

4.7 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 and, so far as applicable, the merger provisions of the Florida Business Corporation Act.

4.8 COUNTERPARTS. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

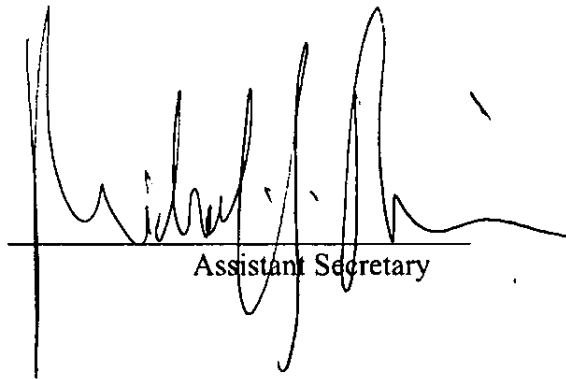
IN WITNESS WHEREOF, this Agreement and Plan of Merger, having first been approved by resolutions of the Boards of Directors of Sardi FL and Sardi MD, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

ATTEST:


Assistant Secretary

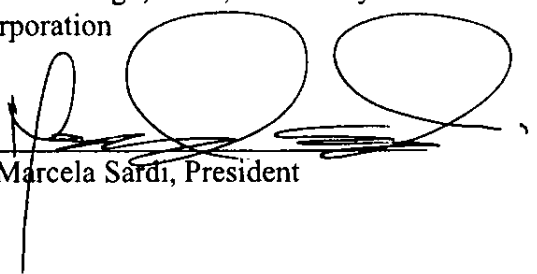
Sardi Design, Inc., A Florida Corporation

By 
Marcela Sardi, President



Assistant Secretary

Sardi Design, Inc., A Maryland Corporation



By
Marcela Sardi, President