

P15000100274

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

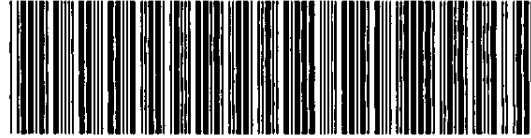
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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Morgan 1-27-16

Nancy K. Kondziolka | RSP CHICAGO
Corporate Paralegal

Email nkondziolka@rsplaw.com
Direct 312.456.0766

ROBBINS, SALOMON & PATT, LTD.
Attorneys at Law

December 31, 2015

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

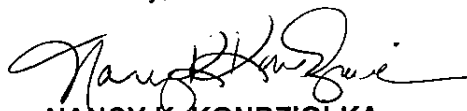
RE: **Articles of Merger**
MARCO V. GALANTE, LTD. – D59566423
MARCO V. GALANTE II, INC. - Florida

Dear Sir or Madam:

Enclosed please find Articles of Merger, in duplicate for Marco V. Galante, Ltd., an Illinois corporation and Marco V. Galante II, Inc., a Florida corporation, along with a check in the amount of \$78.75 for the filing fee. The Florida corporation will be the surviving entity.

Please contact me if you need anything further or have any questions. My direct dial telephone number is (312) 456-0766. Thank you for your assistance.

Sincerely,


NANCY K. KONDZIOLKA
Corporate Paralegal

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MARCO V. GALANTE II, INC.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

CAROLINE S. SMITH, ESQ.

Contact Person

ROBBINS, SALOMON & PATT, LTD.

Firm/Company

180 N. LA SALLE ST. SUITE 3300

Address

CHICAGO, IL 60601

City/State and Zip Code

NKONDZIOŁKA@RSPLAW.COM

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

For further information concerning this matter, please call:

CAROLINE S. SMITH, ESQ.

Name of Contact Person

At (³¹²) 456-0380

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 7, 2016

CAROLINE S. SMITH
180 N. LASALLE ST., STE 3300
CHICAGO, IL 60601

SUBJECT: MARCO V. GALANTE II, INC.
Ref. Number: P15000100274

We have received your document for MARCO V. GALANTE II, INC. and your check(s) totaling \$78.75. 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.

Carol Mustain
Regulatory Specialist II

Letter Number: 216A00000443

Nancy K. Kondziolka | RSP CHICAGO
Corporate Paralegal

Email nkondziolka@rsplaw.com
Direct 312.456.0766

ROBBINS, SALOMON & PATT, LTD.
Attorneys at Law

January 15, 2016

Carol Mustain
Regulatory Specialist II
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

RE: **Articles of Merger**
MARCO V. GALANTE, LTD. – D59566423
MARCO V. GALANTE II, INC. - Florida

Dear Ms. Mustain:

Enclosed please find Articles of Merger, in duplicate for Marco V. Galante, Ltd., an Illinois corporation and Marco V. Galante II, Inc., a Florida corporation, along with the Plan of Merger.

Also enclosed, please find a copy of your correspondence dated January 7, 2016.

Please contact me if you need anything further or have any questions. My direct dial telephone number is (312) 456-0766. Thank you for your assistance.

Sincerely,


NANCY K. KONDZIOLKA
Corporate Paralegal

Enclosures

ARTICLES OF MERGER

(Profit Corporations)

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)
MARCO V. GALANTE II, INC.	FLORIDA	P15000100274
_____	_____	_____

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MARCO V. GALANTE, LTD.	ILLINOIS	59566423
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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 12 / 31 / 2015 (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 DECEMBER 24, 2015.

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 DECEMBER 24, 2015.

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)

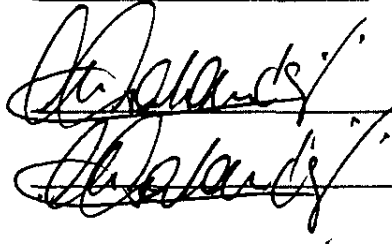
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

MARCO V. GALANTE II, INC



MARCO V. GALANTE

MARCO V. GALANTE, LTD.



MARCO V. GALANTE

PLAN OF MERGER

In accordance with Section 11.05 of the Illinois Business Corporation Act of 1983, as amended, and Section 607.1105 of the Florida Business Corporation Act, MARCO V. GALANTE II, INC., a Florida corporation and MARCO V. GALANTE, LTD., an Illinois corporation, desire to effect a merger, set forth the following Plan of Merger:

1. MARCO V. GALANTE II, INC., a Florida corporation ("MARCO II") is a corporation duly organized and existing under the laws of the State of Florida, having been organized on December 15, 2015 by the Articles of Incorporation filed with the Secretary of State of Florida.
2. MARCO V. GALANTE, LTD., an Illinois corporation ("MARCO") is a corporation duly organized and existing under the laws of the State of Illinois having been organized on August 27, 1997 by the Articles of Incorporation filed with the Secretary of State of Illinois.
3. Each of the shareholders and directors of MARCO II and MARCO, by unanimous written consent, have consented and agreed to the merger of MARCO II and MARCO, pursuant to the terms of this Plan of Merger.
4. The surviving entity shall be MARCO II, which entity shall remain a Florida corporation.
5. The manner and basis of converting the outstanding shares of common stock of MARCO upon the effective date of the merger shall be as follows:
 - (a) Each of the outstanding shares of common stock of MARCO outstanding on the effective date of the merger and all rights with respect thereto shall be exchanged for one (1) share of MARCO II.
 - (b) On the effective date of the merger, MARCO will cancel all shares of common stock of MARCO.
6. On the effective date of the merger, all of the assets and liabilities of MARCO shall be assumed by MARCO II by operation of law.

7. The effective date of this merger shall be the date of filing.

Dated this 24th day of December, 2015.

MARCO V. GALANTE II, INC.,

A Florida corporation


By:


MARCO V. GALANTE, its President

MARCO V. GALANTE, LTD.,

an Illinois corporation

By:


MARCO V. GALANTE, its President