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16 MAR 16 PM 3:46

MAR 23 2016

C LEWIS

• The Law Firm of  
**Rosanne M. Duane, P.A.**

March 15, 2016

VIA FEDEX  
Amendment Section  
Division of Corporations, State of Florida  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**Re: Articles of Merger**

Dear Agent:

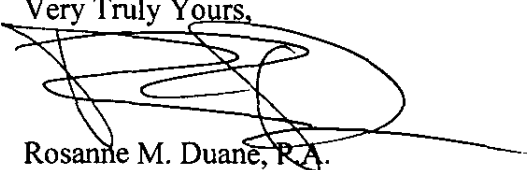
I enclose the Articles of Merger as well as the Plan of Merger and shareholder and director resolutions for the merger of H&W Equities, Inc. a PA corporation and Czervik Properties, Inc., a Florida Corporation. Czervik Properties, Inc. is the surviving corporation.

I also enclose a check payable to the Florida Department of State in the amount of \$78.75, for the two corporations filing fees and a certified copy (required for filing with Pennsylvania).

If you have any questions or require further assistance, please contact the undersigned directly

Thank you in advance for your assistance with this matter.

Very Truly Yours,

  
Rosanne M. Duane, P.A.

RMD/

**RMD**



1070 E. Indiantown Road, Suite 312, Jupiter, Florida 33477

Phone: 561-747-1646 Fax: 561-748-7730

RMD@RMD-Law.com / www.RMD-Law.com

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Czervik Properties, 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:

Rosanne M. Duane, Esq.

\_\_\_\_\_  
Contact Person

Rosanne M. Duane, P.A.

\_\_\_\_\_  
Firm/Company

1070 E. Indiantown R.d Suite 312

\_\_\_\_\_  
Address

Jupiter, FL 33477

\_\_\_\_\_  
City/State and Zip Code

rmd@rmd-law.com

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

For further information concerning this matter, please call:

Rosanne M. Duane

\_\_\_\_\_  
Name of Contact Person

At ( 561 ) 747-1646

\_\_\_\_\_  
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)

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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)
Czervik Properties, Inc.	Florida	P15000102242

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
H&W Equities, Inc.	Pennsylvania	

**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**      /      /      (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 January 1, 2016.

The Plan of Merger was adopted by the board of directors of the surviving corporation on January 1, 2016 and shareholder approval was not required.

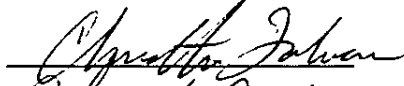
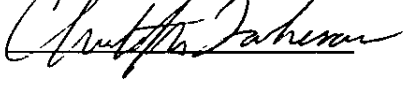
**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on January 1, 2016.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on January 1, 2016 and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
Czervik Properties, Inc.		Christopher E. Laukemann, President
H&W Equities, Inc.		Christopher E. Laukemann, President

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**PLAN OF MERGER  
BETWEEN H&W EQUITIES, INC. and CZERVIK PROPERTIES, INC.**

THIS PLAN OF MERGER, between H&W EQUITIES, INC., a Pennsylvania Corporation ("H&W") and CZERVIK PROPERTIES, INC., a Florida corporation ("CZERVIK") is set forth herein as follows:

WHEREAS, H&W is a Pennsylvania Corporation and CZERVIK is a Florida corporation; and

WHEREAS, both H&W and CZERVIK are 100% owned by CHRISTOPHER E. LAUKEMANN, a Florida Resident ("CHRIS") and CHRISTOPHER E. LAUKEMANN is the sole officer and director of both corporations; and

WHEREAS, H&W formerly owned real estate in Pennsylvania but in 2014 sold such real estate and purchased real estate in Florida; and

WHEREAS, CZERVIK was incorporated as of January 1, 2016; and

WHEREAS, CHRIS intends to merge the two corporations and have CZERVIK become the surviving corporation; and

WHEREAS, such merger is possible without income tax consequences pursuant to I.R.C. Section 368(a)(1)(A); and

WHEREAS, in order to complete the merger of the two corporations, CHRIS is required under Florida law to create a plan of merger pursuant to Florida Statutes Section 607.1101 and Laws of Pennsylvania Title 15 Section 332.

NOW THEREFORE, in consideration of the foregoing, the Plan of Merger is hereby stated as follows:

1. **RECITALS.** The recitals stated above are true and correct and are thus incorporated herein and made a part hereof.

2. **MERGER AND EFFECTIVE DATE.** H&W EQUITIES, Inc. and CZERVIK PROPERTIES, INC. shall merge into a single entity, being CZERVIK PROPERTIES, INC. as the surviving corporation. The effective date of the merger is January 1, 2016.

3. **TERMS AND CONDITIONS.**

(a) CZERVIK shall acquire all of the assets of H&W and H&W shall be dissolved as soon as practicably possible; all H&W stock shall be liquidated after all assets have been transferred to CZERVIK.

(b) CHRISTOPHER E. LAUKEMANN shall transfer all assets of H&W as set forth on the attached schedule A to CZERVIK.

(c) H&W has no current outstanding liabilities.

(d) Because CHRISTOPHER E. LAUKEMANN is the sole shareholder of both corporations, and both corporations are S corporations, all transfers are effectively transfers to from and to the same party such that there are no income tax consequences resulting from the transfers. Liquidation of H&W stock and termination of the corporation as a necessary consequence of this merger has no income tax consequences.

(e) H&W and CZERVIK shall file Articles of Merger in their respective states to confirm CZERVIK as the surviving corporation.

(f) This plan of merger and all actions taken pursuant to this plan of merger comply with to Florida Statutes Section 607.1101 and Laws of Pennsylvania Title 15 Section 332.

4. **INCOME TAXES.** This is a merger pursuant to Internal Revenue Code Section 368(a)(1)(A), therefore there are no income tax consequences of such merger.

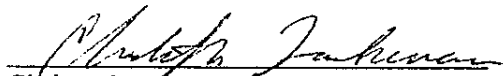
5. **AMENDMENTS.** No amendments to the Articles of Incorporation of CZERVIK are required.

10. **GOVERNING LAW.** This Agreement shall be executed and delivered in the State of Florida and the provisions hereof shall be construed and enforced in accordance with the laws of such state, regardless of any change of domicile of either or both of the Parties hereto.


11. **SEVERABILITY.** In the event any provision of this Agreement shall be held to be illegal, invalid, or void, for any reason whatsoever, by any court of competent jurisdiction, and such declaration shall be upheld on any and all appeals taken therefrom, this Agreement shall be read as if such illegal, invalid, or void provision were not a part hereof.

12. **HEADINGS.** The headings of the several paragraphs hereof are inserted solely for the convenience of reference and shall have no further effect.

This Agreement is executed effective the 1<sup>st</sup> day of January, 2016.



Christopher E. Laukemann, President and Sole Shareholder, H&W Equities, Inc.



Christopher E. Laukemann, President and Sole Shareholder, Czervik Properties, Inc.

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**UNANIMOUS CONSENT IN LIEU OF A  
DIRECTORS MEETING OF**

**CZERVIK PROPERTIES, INC.**

The undersigned, being all of the Officers and Directors of CZERVIK PROPERTIES, INC., a Florida Corporation (the "Corporation"), do hereby approve the following resolutions by written consent in lieu of a Directors meeting as authorized by such action to have the same effect as if taken at a duly constituted meeting of the Directors.

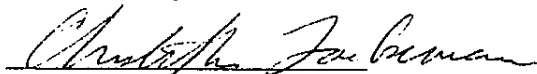
RESOLVED, that any and all notice to take any action in adopting the following resolution is hereby waived by the undersigned pursuant to Fla. Stat. 607.0823.

RESOLVED, that, pursuant to Florida Statutes Section 607.1101, the officers and directors approve the attached Plan of Merger with H&W Equities, with CZERVIK PROPERTIES, INC., to be the surviving corporation.

IN WITNESS WHEREOF, this instrument has been executed by the undersigned as of the aforementioned date to be filed as part of the minutes of the Corporation.

**CZERVIK PROPERTIES, Inc., a Florida Corporation**

Dated: January 1, 2016



CHRISTOPHER E. LAUKEMANN, President and sole shareholder



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SECRETARY OF STATE  
DIVISION OF CORPORATIONS

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**UNANIMOUS CONSENT IN LIEU OF AN  
SHAREHOLDERS MEETING OF**

**CZERVIK PROPERTIES, Inc.**

The undersigned, being all of the Shareholders of CZERVIK PROPERTIES, Inc., a Florida Corporation (the "Corporation"), do hereby approve the following resolutions by written consent in lieu of an shareholders meeting pursuant to Fla. Stat. 607.0704, such action to have the same effect as if taken at a duly constituted meeting of the shareholders.

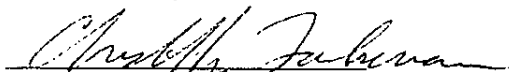
RESOLVED, that any and all notice to take any action in adopting the following resolution is hereby waived by the undersigned pursuant to Fla. Stat. 607.0706.

RESOLVED, RESOLVED, that, pursuant to Florida Statutes Section 607.1101, the sole shareholder approves the attached Plan of Merger with H&W Equities, with CZERVIK PROPERTIES, INC., to be the surviving corporation.

IN WITNESS WHEREOF, this instrument has been executed by the undersigned as of the aforementioned date to be filed as part of the minutes of the Corporation.

**CZERVIK PROPERTIES, Inc., a Florida Corporation**

Dated: January 1, 2016



CHRISTOPHER E. LAUKEMANN, President and sole shareholder

16 MAR 16 PM 3:46

**UNANIMOUS CONSENT IN LIEU OF A  
DIRECTORS MEETING OF**

**H & W EQUITIES, INC.**

The undersigned, being all of the Officers and Directors of H & W EQUITIES, INC., a Pennsylvania Corporation (the "Corporation"), do hereby approve the following resolutions by written consent in lieu of a Directors meeting as authorized by such action to have the same effect as if taken at a duly constituted meeting of the Directors.

RESOLVED, that any and all notice to take any action in adopting the following resolution is hereby waived by the undersigned pursuant to Laws of Pennsylvania Title 15 section 1727(b).

RESOLVED, that, pursuant to Pennsylvania Statutes Section 607.1101, the officers and directors approve the attached Plan of Merger with CZERVIK PROPERTIES, INC., with CZERVIK PROPERTIES, INC., a Florida corporation, to be the surviving corporation.

IN WITNESS WHEREOF, this instrument has been executed by the undersigned as of the aforementioned date to be filed as part of the minutes of the Corporation.

**H & W EQUITIES, Inc., a Pennsylvania Corporation**

Dated: January 1, 2016



CHRISTOPHER E. LAUKEMANN, President and sole shareholder

**UNANIMOUS CONSENT IN LIEU OF AN  
SHAREHOLDERS MEETING OF**

**H & W EQUITIES, Inc.**

The undersigned, being all of the Shareholders of H & W EQUITIES, Inc., a Pennsylvania Corporation (the "Corporation"), do hereby approve the following resolutions by written consent in lieu of an shareholders meeting pursuant to Laws of Pennsylvania Title 15 Section 1766, such action to have the same effect as if taken at a duly constituted meeting of the shareholders.

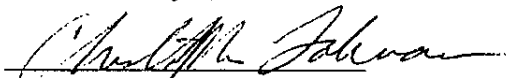
RESOLVED, that any and all notice to take any action in adopting the following resolution is hereby waived by the undersigned pursuant to Laws of Pennsylvania Title 15 Section 1766.

RESOLVED, RESOLVED, that, pursuant to Florida Statutes Section 607.1101, the sole shareholder approves the attached Plan of Merger with CZERVIK PROPERTIES, INC., with CZERVIK PROPERTIES, INC., a Florida corporation to be the surviving corporation.

IN WITNESS WHEREOF, this instrument has been executed by the undersigned as of the aforementioned date to be filed as part of the minutes of the Corporation.

**H & W EQUITIES, Inc., a Pennsylvania Corporation**

Dated: January 1, 2016



CHRISTOPHER E. LAUKEMANN, President and sole shareholder