

P16000051464

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

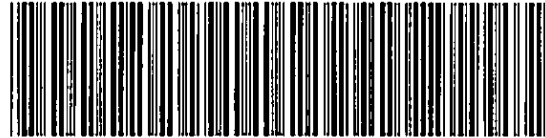
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2020 MAR -4 PM 6:54

C. GOLDEN

MAR - 5 2020

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: YMT & Associates, 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:

Yulia Tamayo

Contact Person

YMT & Associates, Inc.

Firm/Company

9430 NW 59 LN

Address

Gainesville, FL 32653

City/State and Zip Code

milestones.ymt@gmail.com

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

For further information concerning this matter, please call:

Yulia Tamayo

Name of Contact Person

At (352) 374-7155

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 5, 2020

YULIA TAMAYO
9430 NW 59 LANE
GAINESVILLE, FL 32653

SUBJECT: YMT & ASSOCIATES, INC.
Ref. Number: P16000051464

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

As a condition of a merger, pursuant to s.607.1622(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 320A00002670

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.

2020 MAR -4 PM 6:54

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
YMT & Associates, Inc.	Florida	P16000051464

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Lisa Schiavoni & Associates, Inc.	Florida	P97000011177

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 / 2019 (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 12/19/2019.

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 12/19/2019.

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

YMT & Associates, Inc.

Shirley

Yulia Tamayo, CEO

Lisa Schiavoni & Associates, Inc

Paul Schavone

Lisa Schiavoni, CEO

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "**Agreement**") is made and entered into as of the 19th day of December 2019, by and between Lisa Schiavoni & Associates, Inc., a Florida corporation (the "**Merging Company**"), and YMT & Associates, Inc., a Florida corporation (the "**Surviving Entity**").

WHEREAS, the Merging Company is a corporation duly organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, the Surviving Entity is a corporation duly organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, pursuant to duly authorized action by the shareholders and directors of the Merging Company and the shareholders and directors of the Surviving Entity, the Merging Company and the Surviving Entity have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with applicable law.

NOW, THEREFORE, in consideration of the mutual premises herein contained, the Merging Company and the Surviving Entity hereby agree as follows:

1. **MERGER.** The Merging Company and the Surviving Entity agree that the Merging Company shall be merged with and into the Surviving Entity, as a single and surviving entity, upon the terms and conditions set forth in this Agreement, and that the Surviving Entity shall continue under the laws of the State of Florida as the surviving entity of the Merger.

2. **SURVIVING ENTITY.** On the Effective Date (as defined below) of the Merger:

a) The Surviving Entity shall be the surviving entity of the Merger, and shall continue to exist as a corporation under the laws of the State of Florida, with all the rights and obligations as are provided by the Florida Statutes.

b) The Merging Company shall cease to exist, and its property shall become the property of the Surviving Entity as the surviving entity of the Merger.

3. **CHARTER DOCUMENTS.** As a result of the Merger, the charter documents shall be as follows:

a) Articles of Incorporation. The Articles of Incorporation of the Surviving Entity shall continue as the Articles of Incorporation of the Surviving Entity.

b) Bylaws. The Bylaws of the Surviving Entity shall continue as the Bylaws of the Surviving Entity.

4. **MANNER AND BASIS OF CONVERTING SHARES.** At the Effective Date, each share of capital stock of the Merging Company shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted into one (1) share of Common Stock of the Surviving Entity. At the Effective Date, all membership interests of the Merging Company outstanding immediately prior thereto shall no longer be outstanding and shall automatically be canceled and retired and shall cease to exist, and each certificate previously evidencing any such interests shall thereafter represent the right to receive, upon the surrender of such certificate to the Surviving Entity or its designated agent, certificates evidencing such shares in the Surviving Entity into which such Merging Company membership interests were converted. The holders of such certificates previously evidencing such percentage interests in the Merging Company shall cease to have any rights with respect to such membership interests except as otherwise provided herein or by law. At the Effective Date, all shares of capital stock of the Surviving Entity outstanding immediately prior thereto shall no longer be outstanding and shall not automatically be canceled and retired and shall cease to exist.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and approved by the Merging Company's managing members and the Surviving Entity's Board of Directors and shareholders. The proper officers of the Merging Company and the Surviving Entity, as applicable, shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

6. **EFFECTIVE DATE OF MERGER.** The Merger shall be effective on December 31, 2019 (the "Effective Date").

7. **MISCELLANEOUS.**

a) Governing Law. This Agreement shall be construed in accordance with the laws of the State of Florida.

b) No Third Party Beneficiaries. The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the members of the Merging Company and the shareholders of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

c) Complete Agreement. This Agreement constitutes the complete Agreement between the parties with respect to the subject matter hereof and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

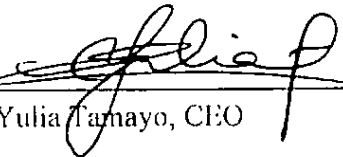
d) Counterparts. This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one Agreement.

[Signatures on Next Page]

IN WITNESS WHEREOF, the parties have caused this Agreement to be entered into as of the Effective Date:

SURVIVING ENTITY

YMT & ASSOCIATES, INC.

By: 
Yulia Tamayo, CEO

MERGING COMPANY

LISA SCHIAVONI & ASSOCIATES, INC.

By: 
Lisa Schiavoni, CEO