

Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
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EFFECTIVE DATE

12/31/2016

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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MERGER OR SHARE EXCHANGE
BARTMON, SHAPIRO AND ASSOCIATES, INC.

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$87.50

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EFFECTIVE DATE12/31/2016**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)
Bartmon, Shapiro and Associates, Inc.	Florida	P16000689799

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/applicable)
Bartmon, Shapiro and Associates, Inc.	New York	

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 12/31/2016 (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 November 10, 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 November 10, 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)

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AGREEMENT AND PLAN OF MERGER
OF
BARTMON, SHAPIRO AND ASSOCIATES, INC.
(a New York corporation)
INTO
BARTMON, SHAPIRO AND ASSOCIATES, INC.
(a Florida corporation)

This Agreement and Plan of Merger (the "Agreement"), dated November 10, 2016, has been adopted by the written consent of the board of directors of Bartmon, Shapiro and Associates, Inc., a New York corporation ("BSA-NY") and by the written consent of the board of Directors of Bartmon, Shapiro and Associates, Inc., a Florida corporation ("BSA-FL"), pursuant to Section 907 of the Business Corporation Law of the State of New York and Section 607.1107 of the Business Corporation Act of the State of Florida. The board of directors of BSA-NY and the board of directors of BSA-FL have submitted this Agreement to their respective shareholder entitled to vote thereon for approval and such shareholder has approved this Agreement. BSA-NY and BSA-FL agree as follows:

1. Names of Constituent Corporations:
 - (a) The names of the constituent corporations are Bartmon, Shapiro and Associates, Inc., a New York corporation and Bartmon, Shapiro and Associates, Inc., a Florida corporation.
 - (b) The name of the surviving corporation is Bartmon, Shapiro and Associates, Inc., a Florida corporation.
2. Effective Date: The effective date of the merger of BSA-NY into BSA-FL (the "Merger") will be upon the filing of a Certificate of Merger with the Department of State of the State of New York and Articles of Merger with

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the Department of State of the State of Florida as of December 31, 2016 at 11:59 p.m. (the "Effective Date").

3. **Merger.** On the Effective Date, BSA-NY will be merged with and into BSA-FL, which will continue to be governed by the laws of the State of Florida, and the separate corporate existence of BSA-NY will thereupon cease. The Merger will be pursuant to the provisions and with the effect as provided in the Business Corporation Law of the State of New York and the Business Corporation Act of the State of Florida.
4. **Issued and Outstanding Stock.**
 - (a) The designation and number of outstanding shares of BSA-NY are 200 common shares without par value, all of which are entitled to vote. This number of shares is not subject to change prior to the Effective Date.
 - (b) The designation and number of outstanding shares of BSA-FL are 200 common shares without par value, all of which are entitled to vote. This number of shares is not subject to change prior to the Effective Date.
5. **Cancellation of Stock.** Upon the Effective Date, each issued and outstanding common share of BSA-NY will be cancelled upon surrender of all share certificates without any consideration being paid to the shareholders in respect thereof.
6. **By-laws.** On the Effective Date, the by-laws of BSA-FL, as in effect immediately prior to the Effective Date, will be the by-laws of the surviving corporation.
7. **Directors and Officers.**
 - (a) The person who is sole director of BSA-FL immediately prior to the Effective Date will, on and after the Effective Date, continue as sole director of the surviving corporation without change until his successor has been duly elected and qualified or until his earlier death, removal and resignation.
 - (b) The persons who is the principal officer of BSA-FL immediately prior to the Effective Date will, on and after the Effective Date, continue as the principal officer of the surviving corporation without change until his successor has been duly elected and qualified or until his earlier death, removal or resignation.

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IN WITNESS WHEREOF, each of the President of Bartmon, Shapiro and Associates, Inc., a New York corporation, and the President of Bartmon, Shapiro and Associates, Inc., a Florida corporation has executed this Agreement as of the day and year first above written and hereby affirms, under penalties of perjury, that this Agreement is his act and deed.

BARTMON, SHAPIRO AND ASSOCIATES,
INC., a New York corporation

By: 

Name: Joel A. Shapiro
Title: President

BARTMON, SHAPIRO AND ASSOCIATES,
INC., a Florida corporation

By: 

Name: Joel A. Shapiro
Title: President