

P17000066234

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

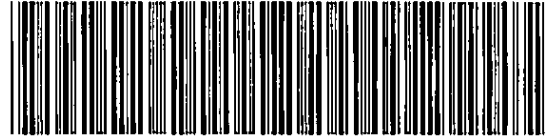
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



200304243352

10/09/17--01009--002 \*\*70.00

FILED  
2017 OCT -9 AM 9:29  
STATE OF ALABAMA  
FALL ARIZONA

*Merger*

OCT 10 2017

I ALBRITTON

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

3

**SUBJECT:** Brian Gordon and 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:

Eugene F. Pollingue, Jr.

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

Saul Ewing Arnstein & Lehr, LLP

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

515 North Flagler Drive, Suite 1400

\_\_\_\_\_  
Address

West Palm Beach, Florida 33401

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

eugene.pollingue@saul.com

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

For further information concerning this matter, please call:

Eugene F. Pollingue, Jr.

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

At ( 561 ) 650-8482

\_\_\_\_\_  
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)**

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:

BRIAN GORDON AND ASSOCIATES INC.  
FLORIDA Document ID: P17000066234

**SECOND:** The name and jurisdiction of the **merging** corporation:

BRIAN GORDON AND ASSOCIATES INC.  
NEW YORK Document ID: NA

**THIRD:** The Agreement and 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 the shareholders of the **surviving**  
corporation on Sept 15, 2017

**SIXTH:** The Plan of Merger was adopted by the shareholders of the **merging**  
corporation on Sept 15, 2017.

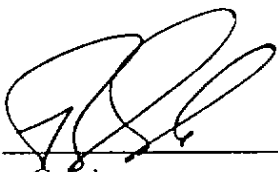
[SIGNATURE PAGE TO FOLLOW]

**FILED**  
2017 OCT -9 AM 9:29  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**SEVENTH: SIGNATURES FOR EACH CORPORATION**


**MERGING:**

BRIAN GORDON AND  
ASSOCIATES INC.,  
a New York corporation

By:   
\_\_\_\_\_  
Brian Gordon,  
President and Director

**SURVIVING:**

BRIAN GORDON AND  
ASSOCIATES INC.,  
a Florida corporation

By:   
\_\_\_\_\_  
Brian Gordon,  
President and Director

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is adopted on Sept 15, 2017, 2017, by BRIAN GORDON AND ASSOCIATES INC., a business corporation of the State of New York, and by its Board of Directors on said date, and adopted on Sept 15, 2017, 2017 by BRIAN GORDON AND ASSOCIATES INC., a business corporation incorporated under the laws of the State of Florida, and by its Board of Directors on said date, and is hereby submitted in compliance with Section 607.1101, Florida Statutes.

1. The participating corporations, BRIAN GORDON AND ASSOCIATES INC., a New York corporation, and BRIAN GORDON AND ASSOCIATES INC., a Florida corporation, shall, pursuant to the provisions of the Business Corporation Law of the State of New York, and the Florida Business Corporation Act, be merged with and into a single corporation, to wit BRIAN GORDON AND ASSOCIATES INC., a Florida corporation, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving corporation", and which shall continue to exist as said surviving corporation under its present name, pursuant to the provisions of the laws of the jurisdiction of its incorporation. The separate existence of BRIAN GORDON AND ASSOCIATES INC., a New York corporation, which is sometimes hereinafter referred to as the "terminating corporation", shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Law of the State of New York.

2. The number of outstanding shares of the terminating corporation is 200 shares, no par value, all of which are of one class and are common shares, and all of which are entitled to vote on the merger.

The number of the aforesaid outstanding shares is not subject to change prior to the effective date of the merger.

3. The number of outstanding shares of the surviving corporation is 200 shares, no par value, all of which are of one class and are common shares, and all of which are entitled to vote on the merger.

The number of the aforesaid outstanding shares is not subject to change prior to the effective date of the merger.

4. The by-laws of the surviving corporation upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.

5. The directors and officers in office of the surviving corporation upon the effective date of the merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

6. Each issued share of the terminating corporation shall, upon the effective date of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

7. The Plan of Merger herein made and adopted shall be submitted to the shareholders of the terminating corporation for their adoption or rejection in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of incorporation of the surviving corporation.

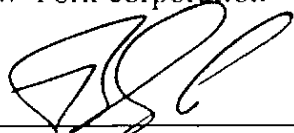
8. In the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of incorporation of the surviving corporation, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

10. The Merger contemplated by this Plan of Merger shall constitute a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code, as a mere change in the place of organization of a corporation.

**TERMINATING CORPORATION:**


BRIAN GORDON AND  
ASSOCIATES INC.,  
a New York corporation

By: 

Brian Gordon,  
President and Director

**SURVIVING CORPORATION:**

BRIAN GORDON AND  
ASSOCIATES INC.,  
a Florida corporation

By: 

Brian Gordon,  
President and Director