

P17000083374

(Requestor's Name)

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(Address)

(City/State/Zip/Phone #)

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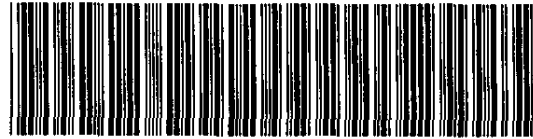
(Business Entity Name)

(Document Number)

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2018 FEB 26 PM 3:21

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**COVER LETTER**

2010 FEB 26 PM 3:21

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** The International MLS 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:

Jonathan Leinwand

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

Greenspoon Marder PA

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

200 E Broward Blvd., Suite 1800

\_\_\_\_\_  
Address

Fort Lauderdale, FL 33301

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

jonathan.leinwand@gmlaw.com

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

For further information concerning this matter, please call:

Jonathan Leinwand

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

At ( 954 ) 527-2436

\_\_\_\_\_  
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)

2018 FEB 26 PM 3:21

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)
The International MLS Inc.	Florida	P17000083 374

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The International Realty Inc.	California	C3290838

**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 8/14/2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 8/14/2017 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 8/14/2017.

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)

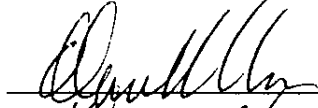
Seventh: **SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

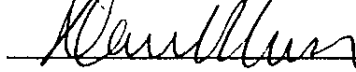
Typed or Printed Name of Individual & Title

The International MLS Inc.



Daniel Nussbaum

The International Realty, Inc.



Daniel Nussbaum

## PLAN OF MERGER

2018 FEB 26 PM 3: 21

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**FIRST:** The name and jurisdiction of the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
The International MLS Inc.	Florida

**SECOND:** The exact name and jurisdiction of the **merging** corporations are as follows:

<u>Name</u>	<u>Jurisdiction</u>
The International Realty, Inc.	California

**THIRD:** The terms and conditions of the merger are as follows:

The International Realty, Inc. shall be merged with and into The International MLS Inc. The International MLS Inc. shall be the surviving corporation (hereinafter sometimes the "Surviving Corporation") and the separate existence of The International Realty, Inc. (the "Constituent Corporation") shall cease when the Merger shall become effective. Consummation of the Merger shall be upon the following terms and subject to the following conditions:

(a) *Corporate Existence.*

(1) At the Effective Date, the Surviving Corporation shall continue its corporate existence as a Florida corporation and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of the Constituent Corporation; (ii) all debts due to the Constituent Corporation, on whatever account, all causes in action and all other things belonging to the Constituent Corporation shall be taken and deemed to be transferred to and shall be vested in the Surviving Corporation by virtue of the Merger without further act or deed; and (iii) all rights of creditors and all liens upon any property of any of the Constituent Corporation shall be preserved unimpaired, limited in lien to the property affected by such liens immediately prior to the Effective Date, and all debts, liabilities and duties of the Constituent Corporation shall thenceforth attach to the Surviving Corporation.

(2) At the Effective Date, (i) the Articles of Incorporation and the By-laws of the Surviving Corporation, as existing immediately prior to the Effective Date, shall be and remain the Articles of Incorporation and By-Laws of the Surviving Corporation; (ii) the

members of the Board of Directors of the Surviving Corporation holding office immediately prior to the Effective Date shall remain as the members of the Board of Directors of the Surviving Corporation (if on or after the Effective Date a vacancy exists on the Board of Directors of the Surviving Corporation, such vacancy may thereafter be filled in a manner provided by applicable law and the By-laws of the Surviving Corporation); and (iii) until the Board of Directors of the Surviving Corporation shall otherwise determine, all persons who hold offices of the Surviving Corporation at the Effective Date shall continue to hold the same offices of the Surviving Corporation.

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Common Shares: The holders of Common shares of The International Realty, Inc. shall be converted into an equal number of common shares of The International MLS Inc.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There are no rights to acquire any interests, shares, obligations or other securities.