

Division of Corporations

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PM 10000094433

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

EHR Investments, Inc.

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ARTICLES OF MERGER
of
EHR INVESTMENTS, INC.,
a New York corporation
with and into
EHR INVESTMENTS, INC.,
a Florida corporation
with
EHR INVESTMENTS, INC.,
a Florida corporation
(being the surviving corporation)

2017 DEC -1 AM 8:27
FILED
SECRETARY OF STATE, FLORIDA
TALLAHASSEE, FLORIDA

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: EHR Investments, Inc., a Florida corporation, with a document number of P17000094433 assigned to such corporation by the Florida Division of Corporations shall be the surviving corporation (the "**EHR-FL**").

SECOND: EHR Investments, Inc., a New York corporation, with a document number of 170412 assigned to such corporation by the Secretary of State of the State of New York State shall be Merged Corporation (the "**EHR-NY**").

THIRD: The Plan of Merger between EHR-FL and EHR-NY is attached hereto as **EXHIBIT A**.

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 EHR-FL on the 29th day of November, 2017.

SIXTH: The Plan of Merger was adopted by the shareholders of EHR-NY on the 29th day of November, 2017.

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IN WITNESS WHEREOF, these Articles of Merger were executed by the undersigned as
of the 24th day of November 2017.

EHR-FL:

EHR INVESTMENTS, INC.,
a Florida corporation

By: Susan R. Ryzewic
Susan R. Ryzewic, as President

EHR-NY:

EHR INVESTMENTS, INC.,
a New York corporation

By: Susan R. Ryzewic
Susan R. Ryzewic, as President

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EXHIBIT A

PLAN OF MERGER
of
EHR INVESTMENTS, INC.,
a New York corporation
with and into
EHR INVESTMENTS, INC.,
a Florida corporation
with
EHR INVESTMENTS, INC.,
a Florida corporation
being the surviving corporation

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.

WHEREAS, the Board of Directors of EHR Investments, Inc., a Florida corporation (the "**EHR-FL**") and EHR Investments, Inc., a New York corporation (the "**EHR-NY**") deem it advisable and in the best interest of EHR-FL and EHR-NY and their respective shareholders to merge EHR-NY with and into EHR-FL, with EHR-FL as the surviving corporation.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements contained herein, the parties agree to the following plan of merger:

1. EHR-NY and EHR-FL shall be merged with and into a single corporation, with EHR-FL being the surviving corporation from and after the Effective Date of the merger, and thereupon the separate existence of EHR-NY shall cease.
2. The Certificate of Incorporation for EHR-FL shall continue to be the Certificate of Incorporation of the surviving corporation until amended as therein provided.
3. The Bylaws of EHR-FL shall continue to be the bylaws of the surviving corporation until changed, altered or amended as therein provided.
4. The following individual shall serve as the sole director of EHR-FL from and after the Effective Date of the merger until EHR successor is elected and qualified or EHR earlier resignation or removal:

Susan R. Ryzewic

5. From and after the Effective Date, (i) each issued and outstanding share of common stock of EHR-NY immediately prior to the Effective Date shall be cancelled and the certificates surrendered; and (ii) each issued and outstanding share of common stock of EHR-FL immediately

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prior to the Effective Date shall remain outstanding and shall represent one (1) share of the surviving corporation.

6. The merger herein provided for may be amended or abandoned at any time prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida and prior to the filing of the Certificate of Merger with the Secretary of State of the State of New York upon a majority vote of the Board of Directors of EHR-NY and EHR-FL, and approval of the shareholders of EHR-NY and EHR-FL to the extent any such amendment adversely affects the shareholders or changes the articles of the surviving corporation.

7. Pursuant to the Florida Business Corporation Act and the Business Corporation Law of New York, this Plan of Merger has been approved by resolutions duly adopted by the Board of Directors and the Shareholders of EHR-FL and EHR-NY.

8. From and after the Effective Date: (a) EHR-FL shall possess all the rights privileges, powers and franchises of each of EHR-FL and EHR-NY; (b) all property of each EHR-FL and EHR-NY (real, personal, intangible and mixed) and all debts due to either of EHR-FL or EHR-NY on whatever account and all and every other interest of EHR-FL or EHR-NY shall be vested in EHR-FL and shall be thereafter the property of EHR-FL; (c) all rights of creditors and all liens upon any property of EHR-FL and/or EHR-NY, including but not limited to the rights and liens of any lender to EHR-NY shall be preserved unimpaired; (d) all debts liabilities, obligations and duties of each of EHR-FL and EHR-NY, including but not limited to the debts, liabilities, obligations and duties of EHR-NY to any lender, shall thenceforth attach to EHR-FL and may be enforced against EHR-FL to the same extent as if said debts, liabilities, obligations and duties had been incurred or contracted by EHR-FL; and (e) all other effects of the merger specified in the Florida Business Corporation Act and the Business Corporation Law of New York shall result therefrom.

If at any time, EHR-FL shall determine or be advised that any further assignments or actions are necessary or desirable to vest in EHR-FL, according to the terms thereof, the title to any property or rights of EHR-NY, or to secure the rights of any creditors/lienholders against such property, the proper officers and directors as of the Effective Date hereof of EHR-FL and EHR-NY shall and will, as necessary, execute and make all such proper assignments or actions and do all things necessary or proper to vest title in such property or rights in EHR-FL, to secure the rights of any creditors/lienholders against such property, and otherwise carry out the purposes of this Plan of Merger

9. The effective date of the merger shall be December 15, 2017 at 12:01 A.M. (the "Effective Date").

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IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the
27th day of November 2017.

EHR-FL:

EHR INVESTMENTS, INC.,
a Florida corporation

By: Susan R. Ryzewic
Susan R. Ryzewic, as President

EHR-NY:

EHR INVESTMENTS, INC.,
a New York corporation

By: Susan R. Ryzewic
Susan R. Ryzewic, as President

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