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Account Number : 102450002676  
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**EFFECTIVE DATE**

*Jan 1, 2018*

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

Email Address: SuzanneRF@mindspring.com

**MERGER OR SHARE EXCHANGE  
MART FABRICS, INC.**

Certificate of Status	0
Certified Copy	1
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DIVISION OF CORPORATIONS  
STATE OF FLORIDA

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*Merge/cc*

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**EFFECTIVE DATE**Jan 1, 2018

ARTICLES OF MERGER OF  
MART FABRICS CO. INC.,  
WITH AND INTO  
MART FABRICS, INC.

FILED  
2017 DEC 21 AM 8:51  
CLERK OF THE CIRCUIT COURT  
IN AND FOR THE COUNTY OF FLORIDA

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

FIRST: The exact name, jurisdiction, and document number for the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Mart Fabrics, Inc.	Florida	P170001000008

SECOND: The exact name, jurisdiction, and document number for each merging corporation that is not the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>DOS ID Number</u>
Mart Fabrics Co. Inc.	New York	56907

THIRD: The Plan of Merger is attached.

FOURTH: The merger shall become effective as of January 1, 2018.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation effective January 1, 2018.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation effective January 1, 2018.

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SEVENTH: The Articles of Incorporation of the surviving corporation shall remain in effect.

The undersigned have executed these Articles of Merger as of January 1, 2018.

MART FABRICS CO. INC.,  
a New York corporation

By: Suzanne Fishman  
Suzanne Fishman, President and  
Secretary

MART FABRICS, INC., a Florida  
corporation

By: Suzanne Fishman  
Suzanne Fishman, President and  
Secretary

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## PLAN OF MERGER

The following Plan of Merger is adopted on January 1, 2018, by MART FABRICS CO. INC., a business corporation of the State of New York, and by its Board of Directors on said date, and adopted on January 1, 2018 by MART FABRICS, INC., a business corporation incorporated under the laws of the State of Florida, and by its Board of Directors on said date.

1. The participating corporations, MART FABRICS CO. INC., and MART FABRICS, INC., shall pursuant to the provisions of the Business Corporation Law of the State of New York, and the provisions of the laws of the State of Florida, be merged with and into a single corporation, to wit, MART FABRICS, INC., 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 State of Florida. The separate existence of MART FABRICS CO. INC., 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 effective date of the merger is January 1, 2018.

3. The number of outstanding shares of the terminating corporation is 251 shares, all of which are of one class and are common shares, and all of which are entitled to vote.

4. The number of outstanding shares of the surviving corporation is 251 shares, all of which are of one class and are common shares, and all of which are entitled to vote.

5. 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 State of Florida.

6. 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.

7. Each issued share of the terminating corporation shall, upon the effective date of the merger, be converted into no shares of the surviving corporation. 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. The shareholders and shares of the terminating and surviving corporations are identical, and upon the merger, the shares of the terminating corporation shall be canceled.

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8. 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 State of Florida.

9. 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 State of Florida, 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.

10. 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.

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