

P18000017089

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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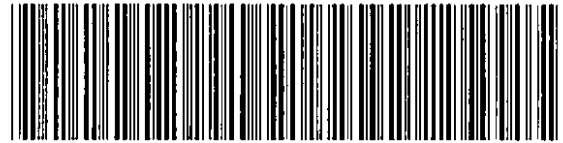
(Business Entity Name)

(Document Number)

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SECRETARY OF STATE
TALLAHASSEE, FL

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EMPIRE STATE DIAMOND, INC.
Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Tomer Yuzav
Contact Person

Empire State Diamond, Inc.
Firm/Company

2054 Vista Parkway, Ste. #400
Address

West Palm Beach FL 33411
City/State and Zip Code

empirestatediamond@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Tomer Yuzav At (201) 889-5005
Name of Contact Person Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

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ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
Empire State Diamond Inc.	FL	S corp	P18000017089

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
Empire Diamond Products Inc.	FL	S corp	P170000066767

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

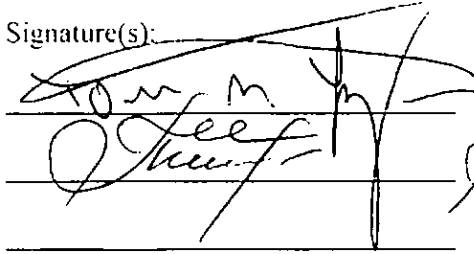
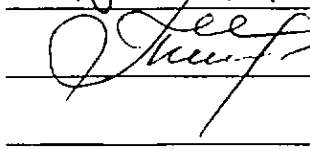
- ☒ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

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EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Empire State Diamond, Inc.		TOMER YUZARY
Empire Diamond Products		Anna Polanska

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

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ARTICLES OF MERGER

Of Empire State Diamond, Inc. and Empire Diamond Products, Inc.

I. Name and Jurisdiction:

- A. The names of the merging entities are Empire State Diamond, Inc. (the surviving corporation) and Empire Diamond Products, Inc. (the merging corporation), both organized under the laws of Florida.

II. Plan of Merger:

- A. The Plan of Merger, dated October 25, 2024, has been approved by the shareholders and directors of each corporation in accordance with Florida law.

III. Effective Date:

- A. This merger shall take effect as of October 28, 2024, following the marriage of Tomer Yuzary and Anna Polonska on October 18, 2024. As of the merger date, all assets, liabilities, and operations of Empire Diamond Products, Inc. will be transferred to Empire State Diamond, Inc., ensuring business continuity and increased efficiencies, along with alignment of personal and family commitments. Empire Diamond Products, Inc. shall be dissolved on the same date.

IV. Surviving Entity:

- A. The name of the surviving entity shall remain Empire State Diamond, Inc.
- B. The surviving corporation shall assume all rights, obligations, and liabilities of Empire Diamond Products, Inc. in accordance with the Plan of Merger and Florida law.

V. Ownership Structure:

- A. Both businesses have been assessed to be of approximately equal value, based on considerations such as revenue, profitability, customer base, and market position. This equal value exchange supports the issuance of equal joint ownership shares in the surviving corporation, Empire State Diamond, Inc., to Tomer Yuzary and Anna Polonska, as tenants by the entirety (TBE).
- B. Accordingly, upon completion of the merger:
 - 1. Tomer Yuzary agrees to forfeit all currently held shares in Empire State Diamond, Inc., effective as of the merger date.
 - 2. Anna Polonska's shares in Empire Diamond Products, Inc. shall be canceled in connection with the merger.
 - 3. The surviving corporation shall issue new shares jointly to "Tomer Yuzary and Anna Polonska, as a married couple and as tenants by the entirety (TBE)." These

shares shall represent 100% ownership in the surviving entity, aligning with their shared business and personal goals following their marriage.

4. This joint ownership reflects their intent to align personal and business interests, ensure family stability, and protect the business for the benefit of their shared family, including their minor child.

VI. Business Continuity and Management:

- A. Tomer Yuzary and Anna Polonska shall serve as board members of the surviving entity, ensuring joint oversight and governance in alignment with the company's business goals.
- B. Tomer Yuzary will serve as President, primarily responsible for daily operations, financial management, and strategic planning.
- C. Ana Polonska will focus on lead generation and customer outreach, with no involvement in financial operations, strategic planning, or day-to-day management.

VII. Employment Agreements:

The surviving entity will enter into separate employment agreements with both Tomer Yuzary and Anna Polonska, reflecting their respective roles and compensation as determined by the Company's board of directors:

- A. Tomer Yuzary: As President, Tomer will manage the company's operations, finances, and strategic planning, subject to the terms outlined in his employment agreement.
- B. Anna Polonska: Anna will focus on lead generation, with her responsibilities and compensation defined in her employment agreement.

VIII. Successor Liability:

- A. The surviving entity shall assume all liabilities and obligations of both merging corporations, including, but not limited to, outstanding debts, contracts, vendor agreements, and customer obligations. The assumption of these liabilities ensures a seamless transition of business operations, maintaining good-faith relations with all stakeholders and supporting long-term business continuity.

[intentionally left blank]

IX. Governing Law:

- A. These Articles of Merger shall be governed by, and interpreted in accordance with, the laws of the State of Florida.

Signatures:

Empire State Diamond, Inc.

By: [Signature]
Tomer Yuzary, President
Date: 10/25/24

Empire Diamond Products, Inc.

By: [Signature]
Anna Polonska, President
Date: 10/25/24

STATE OF FLORIDA
COUNTY OF Palin Beach

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 25 day of October, 2024, by:

- Tomer Yuzary, as President of Empire State Diamond, Inc.
- Anna Polonska, as President of Empire Diamond Products, Inc.

Each is: ☐ personally known to me ☒ has produced FL ID, FL DL as identification.

Notary Public Signature: [Signature]
Print Name: MAGDA TORRES
My Commission Expires: Aug 13, 2025
Notary Stamp:

