

Division of Corporations

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Florida Department of State
Division of Corporations
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To: Division of Corporations
 Fax Number : (850) 617-6380

From: Account Name : WILLIAMS, PARKER, HARRISON, DIETZ & GETZEN, P.A.
 Account Number : 072720000266
 Phone : (941) 366-4800
 Fax Number : (941) 552-7141

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

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MERGER OR SHARE EXCHANGE
CUMBERLAND ADVISORS FLORIDA, INC.

Certificate of Status	0
Certified Copy	1
Page Count	04
Estimated Charge	\$78.75

★ Please see requested effective date of 4/20/18.

★ Please see name change in Plan of Merger.

Thank you!

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Corporate Filing Menu

Help

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**ARTICLES OF MERGER OF
CUMBERLAND ADVISORS, INC., A NEW JERSEY CORPORATION,
WITH AND INTO
CUMBERLAND ADVISORS FLORIDA, INC., A FLORIDA CORPORATION**

The following Articles of Merger are submitted to merge the following corporations in accordance with Section 607.1105, Florida Statutes. CUMBERLAND ADVISORS FLORIDA, INC., a Florida corporation ("Florida"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of CUMBERLAND ADVISORS, INC., a New Jersey corporation, which is qualified in the state of Florida as a foreign corporation having document number F09000004376 ("New Jersey"), with and into Florida. Florida shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A" (the "Plan of Merger").
2. The Plan of Merger was approved by the sole shareholder and Board of Directors of Florida in by written consent dated April 16th 2018.
3. The Plan of Merger was approved by all the shareholders and Board of Directors of New Jersey by written consent dated April 16th 2018.
4. The effective date of the merger is April 20, 2018.

IN WITNESS WHEREOF, these Articles of Merger have been executed on April 16th 2018.

CUMBERLAND ADVISORS, INC.,
a New Jersey corporation

By: 
David R. Kotok
As its Chief Executive Officer

CUMBERLAND ADVISORS FLORIDA,
INC., a Florida corporation

By: 
David R. Kotok
As its President/Chief Executive Officer

J555964.v4

FILED
18 APR 18 PM 4:25
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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STATE OF FLORIDA
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 16th day of April 2018, by David R. Kotok, as Chief Executive Officer of CUMBERLAND ADVISORS, INC., a New Jersey corporation, on behalf of the corporation. The above-named person is personally known to me or has produced NA as identification. If no type of identification is indicated, the above-named person is personally known to me.

Desiree Metcalf
Signature of Notary Public

(Notary Seal)



DESIREE METCALF
NOTARY PUBLIC
STATE OF FLORIDA
Comm# FP184438
Expires 1/29/2019

Desiree Metcalf
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on 1/29/2019

STATE OF FLORIDA
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me this 16th day of April 2018, by David R. Kotok, as President/Chief Executive Officer of CUMBERLAND ADVISORS FLORIDA, INC., a Florida corporation, on behalf of the corporation. The above-named person is personally known to me or has produced NA as identification. If no type of identification is indicated, the above-named person is personally known to me.

Desiree Metcalf
Signature of Notary Public

(Notary Seal)



DESIREE METCALF
NOTARY PUBLIC
STATE OF FLORIDA
Comm# FP184438
Expires 1/29/2019

Desiree Metcalf
Print Name of Notary Public

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Exhibit A

**PLAN OF MERGER
OF
CUMBERLAND ADVISORS, INC., A NEW JERSEY CORPORATION,
WITH AND INTO
CUMBERLAND ADVISORS FLORIDA, INC., A FLORIDA CORPORATION**

CUMBERLAND ADVISORS FLORIDA, INC., a Florida corporation ("Florida"), and CUMBERLAND ADVISORS, INC., a New Jersey corporation, qualified in Florida as a foreign corporation ("New Jersey"), hereby adopt and approve the following plan (this "Plan of Merger") as the Plan of Merger required by Section 607.1101, Florida Statutes, and Section 14A:10-1, New Jersey Statutes. The terms of the Plan of Merger are as follows:

1. New Jersey will be merged with and into Florida, and the separate corporate existence of New Jersey will cease, and Florida will continue as the surviving corporation (the "Merger").

2. The merger shall be effective on April 20, 2018 (the "Effective Date").

3. On the Effective Date of the Merger, the effect of the merger will be as provided in this Plan of Merger and the applicable provisions of the Florida Business Corporation Act and the New Jersey Business Corporation Act. Without limiting the generality of the foregoing, on the Effective Date of the Merger, all properties, rights, privileges and powers of New Jersey will vest in Florida, as the surviving corporation, and all liabilities and obligations of New Jersey will become the liabilities and obligations of Florida, as the surviving corporation.

4. Florida, as the surviving corporation, will continue to exist under the name of Cumberland Advisors, Inc., a Florida corporation, pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of New Jersey as the terminating corporation, shall cease upon the effective date of the merger in accordance with the provisions of the New Jersey Business Corporation Act.

5. The Articles of Incorporation of the surviving corporation upon the Effective Date will be the Articles of Incorporation of said surviving corporation; provided that, such Articles of Incorporation will be amended to reflect the change of name of the surviving corporation to "Cumberland Advisors, Inc.," consistent with Section 4 of this Plan of Merger and in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving corporation.

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7. On the Effective Date of the merger, by virtue of the merger and without any action on the part of any shareholder of Florida, the only share of common stock of Florida issued and outstanding immediately prior to the Effective Date of the merger will be cancelled.

8. Upon the merger, Florida will issue, to each shareholder of New Jersey whose shares were issued and outstanding immediately prior to the Effective Date of the merger, the same number of shares in Florida as such person held in New Jersey, with identical designations, preferences, limitations, and relative rights.

9. Pursuant to Sections 14A:5-6 and 14A:6-7.13, New Jersey Statutes, this Plan of Merger has been approved by the Board of Directors of New Jersey and submitted and recommended to the shareholders of New Jersey by the Board of Directors of New Jersey. All the shareholders of New Jersey approved this Plan of Merger.

10. Pursuant to Section 607.1103, Florida Statutes, this Plan of Merger has been approved by the Board of Directors of Florida and submitted and recommended to the shareholder of Florida by the Board of Directors of Florida. The sole shareholder of Florida approved this Plan of Merger.

11. The Board of Directors of each constituent corporation is hereby authorized to amend this Plan of Merger at any date prior to the Effective Date of the merger, to the extent permitted by law.

12. There are no other terms or conditions to the merger.

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