

P180000042982

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

\$35 + 2

Office Use Only

M MOON

DEC 06 2018



200321262272

12/03/18--01018--012 **105.00

170

FILED
2018 DEC -3 PM 3:16
STOCKPORT, ILL
CALL 618-241-1015

M. Heger

DEC 11 2018

I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: 152 AVENUE U REALTY CORP.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Thomas F. Rizzo

Contact Person

Thomas F. Rizzo, PA

Firm/Company

1101 Periwinkle Way, Suite 105

Address

Sanibel, Florida 33957

City/State and Zip Code

gelarkinc1@aol.com

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

For further information concerning this matter, please call:

Thomas F. Rizzo

Name of Contact Person

At (239) 395-0400

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)

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)
152 AVENUE U REALTY CORP.	FLORIDA	P18000042982

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
152 AVENUE U REALTY CORP.	NEW YORK	
152 AVENUE U REALTY CORP.	FLORIDA	P18000042982

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 10 / 31 / 2018 (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 OCTOBER 31, 2018.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 OCTOBER 31, 2018.

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)

FILED
2018 DEC -31 PM 3:16
STATE OF FLORIDA
DEPARTMENT OF STATE


Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

152 AVENUE U REALTY COI



George L. Clark, Secretary

152 AVENUE U REALTY CO

George L. Clark, Secretary

PLAN OF MERGER

(Non Subsidiaries)

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:

<u>Name</u>	<u>Jurisdiction</u>
152 AVENUE U REALTY CORP.	FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
152 AVENUE U REALTY CORP	NEW YORK
152 AVENUE U REALTY CORP	FLORIDA

Third: The terms and conditions of the merger are as follows:

SEE ATTACHED.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Certificate of Merger

152 AVENUE U REALTY CORP., a New York Corp and 152 AVENUE U REALTY CORP., a Fla Corp, (together called the "Constituent Corporations") hereby testify that:

FIRST: The name and state of incorporation of each of the Constituent Corporations are as follows:

<u>Name</u>	<u>State of Incorporation</u>
152 AVENUE U REALTY CORP., a N.Y. Corp	New York
152 AVENUE U REALTY CORP., a Fla Corp	Florida

SECOND: An Agreement of Merger and Plan of Merger and Reorganization, dated October 31, 2018, among the Constituent Corporations (the "Agreement of Merger"), has been approved, adopted, certified, executed and acknowledged by each of the Constituent Corporations in accordance with Chapter 607 of the Business Organization Statutes of the State of Florida. The authorized capital stock of 152 AVENUE U REALTY CORP. a New York Corp is 200 shares of common stock of zero par value per share.

THIRD: The name of the surviving corporation is 152 AVENUE U REALTY CORP., a Fla Corp, (hereinafter called the "Surviving Corporation").

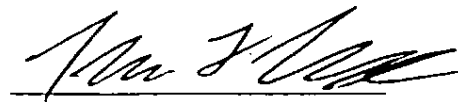
FOURTH: The executed Agreement of Merger is on file at the principal place of business of the Surviving Corporation, 152 AVENUE U REALTY CORP., 155 Avenue U, Brooklyn, New York 11223.

FIFTH: A copy of the Agreement of Merger will be furnished by the Surviving Corporation, on request and without cost, to any person who was heretofore or is hereafter a stockholder of any of the Constituent Corporations.

SIXTH: The merger of the Constituent Corporations and this Certificate of Merger shall be effective at 9:00 A.M., E.S.T., on the calendar day following the date of the filing of this Certificate of Merger in Florida.

IN WITNESS WHEREOF, 152 AVENUE U REALTY CORP., a New York Corp has caused this Certificate to be signed by George Clark, its Secretary, and 152 AVENUE U REALTY CORP., a Fla Corp. has caused this Certificate to be signed by its Secretary, this 31st day of Oct 2018.

ATTEST:



Witness

THOMAS E. HAZZARD

Print Name

152 AVENUE U REALTY CORP.,

a New York Corp

By: 

Secretary

ATTEST:



Witness

Lynne L. Bick

Print Name

152 AVENUE U REALTY CORP., a Fla Corp

By: 

Secretary