



CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 577040 4300043  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 00.00

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ORDER DATE : January 11, 2019  
ORDER TIME : 2:51 PM  
ORDER NO. : 577040-010  
CUSTOMER NO: 4300043

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ARTICLES OF MERGER

G. MARTIN ASSOCIATES INC.

INTO

G. MARTIN ASSOCIATES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Emily Croft

EXAMINER'S INITIALS:

*[Signature]*

## 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)
G. MARTIN ASSOCIATES, INC.	FLORIDA	P18000082064

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
G. MARTIN ASSOCIATES INC.	NEW YORK	DOS ID # 1493949
G. MARTIN ASSOCIATES, INC.	FLORIDA	P18000082064

FILED  
2019 JAN 14 AM 8:14

**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**      /      /      (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 December 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 December 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)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

G. Martin Associates Inc.

Wade H. G.

Martin B. Greenberg, CEO

G. Martin Associates, Inc.

Walter H. G.

Martin B. Greenberg, President

**PLAN OF MERGER**  
**OF**  
**G. MARTIN ASSOCIATES INC.**  
(a New York Corporation)  
**AND**  
**G. MARTIN ASSOCIATES, INC.**  
(a Florida Corporation)

Dated: December 31, 2018

**This PLAN OF MERGER** approved and adopted on December 31, 2018 by G. MARTIN ASSOCIATES INC., a New York Corporation (the "NY Corporation") and G. MARTIN ASSOCIATES, INC., a Florida Corporation (the "FL Corporation").

**WHEREAS**, the NY Corporation has the authority to issue 200 common shares, no par value, of which 200 common shares are outstanding;

**WHEREAS**, the FL Corporation has the authority to issue 200 shares of common shares, \$0.01 par value per share, of which 200 common shares are outstanding; and

**WHEREAS**, the NY Corporation and the FL Corporation wish to merge the NY Corporation with and into the FL Corporation pursuant to the provisions of Section 907 of the Business Corporation Law of the State of New York and pursuant to Sections 607.1101 and 607.1105 of the Florida Business Corporation Act ("Florida Statutes"), upon the terms and conditions hereinafter set forth.

**NOW, THEREFORE, it is agreed as follows:**

1. The NY Corporation shall be merged with and into the FL Corporation, which shall be the surviving corporation and which is sometimes hereinafter referred to as the "surviving corporation," and which shall continue to exist as such surviving corporation under the name "G. MARTIN ASSOCIATES, INC." The separate existence of the NY Corporation, which is hereinafter sometimes referred to as the "terminating corporation," shall cease at the effective time of the merger.
2. The Certificate of Incorporation of the surviving corporation shall continue to be the Certificate of Incorporation of such surviving corporation at the effective time of the merger.
3. The present by-laws of the surviving corporation, as now in force and effect, will be the by-laws of such surviving corporation.

4. The directors and officers of the surviving corporation at the effective time of the merger shall continue in such capacities and 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.

5. Each issued share of the terminating corporation shall, at the effective time of the merger, be converted into one share of the surviving corporation. The issued shares of the surviving corporation shall not be converted or exchanged in any manner, but each such share which is issued as of the effective time of the merger shall continue to represent one share of the surviving corporation.

6. The terminating corporation and the surviving corporation shall cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of New York and the State of Florida, and shall cause to be performed all necessary acts within the State of New York and the State of Florida, to effectuate the merger herein provided for.

7. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and 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.