

P18000089850

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

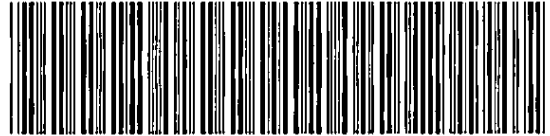
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000320046320

2018 NOV - 1 AM 11: 49

RECEIVED
SECRETARY OF STATE

18 NOV - 1 AM 11: 04

RECEIVED
SECRETARY OF STATE

170000
0.000000

007



COGENCYGLOBAL®

115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 11/1/2018

Name: Merritt Walker

Reference #: 1008474

Entity Name: TWENTY-FIRST CENTURY ADVISORS, INC.

2018 NOV - 1 AM 11:43

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$70

Signature: UMW

© CORPORATE HQ
COGENCY GLOBAL INC.
10 E 40TH ST, 10TH FL
NY, NY 10016
D: +1.212.947.7200
P: 800.221.0102
F: 800.944.6607

© EUROPEAN HQ
COGENCY GLOBAL (UK) LIMITED
REGISTERED IN ENGLAND & WALES
REGISTRY #8010712
6 LLOYDS AVE, UNIT 4CL
LONDON EC3N 3AX
+44 (0)20.3961.3080

© ASIA PACIFIC HQ
COGENCY GLOBAL (HK) LIMITED
A HONG KONG LIMITED COMPANY
UNIT B, 1/F, LIPPO LEIGHTON TOWER
103 LEIGHTON RD, CAUSEWAY BAY
HONG KONG
P: +852.2682.9633
F: +852.2682.9790

ARTICLES OF MERGER
OF
TWENTY-FIRST CENTURY FINANCIAL ADVISORS, INC.
a Connecticut corporation
WITH AND INTO
TWENTY-FIRST CENTURY FINANCIAL ADVISORS, INC.
a Florida corporation

2018 NOV - 1 AM 11:11

Pursuant to the Sections 607.1101 – 607.11101 of the Florida Statutes, the following Articles of Merger are submitted to merge the following corporations (the "Merger") in accordance with Act:

FIRST: The exact name, entity type, and jurisdiction of the merging entity is as follows:

TWENTY-FIRST CENTURY FINANCIAL ADVISORS, INC., a Connecticut corporation (the "Merging Company"); and

SECOND: The exact name, entity type, and jurisdiction of the surviving entity is as follows:

TWENTY-FIRST CENTURY FINANCIAL ADVISORS, INC. a Florida corporation (the "Surviving Company").

THIRD: A copy of the Plan of Merger (the "Plan of Merger") is attached hereto as Exhibit "A" and is incorporated by reference into these Articles of Merger as if fully restated herein.

FOURTH: The Merger is permitted by the laws of the State of Connecticut, the domestic jurisdiction of the Merging Company, and was unanimously approved by joint written consent of the director and the shareholder of the Merging Company, pursuant to Section 33-815 of the Connecticut General Statutes, dated as of October 31, 2018.

FIFTH: The merger is permitted by the laws of the State of Florida, the domestic jurisdiction of the Surviving Corporation, and was unanimously approved by joint written consent of the director and the shareholders of the Surviving Corporation, pursuant to Sections 607.1101, 607.0704, and 607.0821 of the Florida Statutes, dated as of October 31, 2018.

SIXTH: The effective date and time of the Merger shall be November 1, at 12:01 a.m. Eastern Time (the "Effective Time").

[Signatures hereto contained on following page.]

IN WITNESS WHEREOF, each of the constituent corporations has caused these Articles of Merger to be signed in its corporate name and on its behalf by its duly authorized officer as of the 31st day of October, 2018.

THE MERGING COMPANY:

**TWENTY-FIRST CENTURY FINANCIAL
ADVISORS, INC.**, a Connecticut corporation

By: Craig S. Lappen
Name: Craig S. Lappen
Title: President

THE SURVIVING CORPORATION:

**TWENTY-FIRST CENTURY FINANCIAL
ADVISORS, INC.**, a Florida corporation

By: Craig S. Lappen
Name: Craig S. Lappen
Title: President

EXHIBIT A

PLAN OF MERGER

This Plan of Merger was adopted by Twenty-First Century Financial Advisors, Inc., a business corporation organized under the laws of the State of Connecticut (the "Non Surviving Corporation"), by resolution of its Board of Directors and its Shareholder on October 31, 2018, and adopted by Twenty-First Century Financial Advisors, Inc., a business corporation organized under the laws of the State of Florida (the "Surviving Corporation"), by resolution of its Board of Directors and its Shareholders on October 31, 2018.

1. Non Surviving Corporation and Surviving Corporation shall, pursuant to the provisions of the Connecticut Business Corporation Act and the provisions of the Florida Business Corporation Act, be merged with and into a single corporation, to wit, Surviving Corporation, which shall be the surviving corporation at the effective time and date of the merger, and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Non Surviving Corporation shall cease at the effective time and date of the merger in accordance with the provisions of the Connecticut Business Corporation Act.

2. The Articles of Incorporation of Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization shall be the Articles of Incorporation of said surviving corporation; and said Articles of Incorporation shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of Surviving Corporation.

3. The Bylaws of Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization will be the bylaws 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 jurisdiction of its organization.

4. The directors and officers in office of Surviving Corporation at the effective time and date of the merger in the jurisdiction of its organization 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 bylaws of the surviving corporation.

5. Craig S. Lappen ("Craig") owns one hundred percent (100%) of the issued and outstanding capital stock of Non Surviving Corporation; and Craig and Sandra M. Lappen ("Sandra") (each of Craig and Sandra, a "Shareholder" and, collectively, the "Shareholders") own one hundred percent (100%) of the issued and outstanding capital stock of Surviving Corporation, the surviving corporation.

6. On the effective date of the merger, each of the issued and outstanding shares of the common stock of Non Surviving Corporation, and all rights in respect thereof, shall be canceled.

7. Because the Shareholder of Non Surviving Corporation is also a Shareholder of Surviving Corporation, there will not be dissenters' rights in connection with the merger.

8. The Board of Directors and the proper officers of the Non Surviving Corporation and of 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.

9. The effective date of this Plan of Merger and of the merger therein provided for shall, insofar as the provisions of the Connecticut Business Corporation Act, shall govern the same, be November 1, 2018 at 12:01 a.m.