

P19000002364

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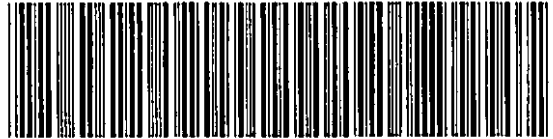
(Business Entity Name)

(Document Number)

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2019 MAR 18 PM 4:46
CLERK/ASSISTANT

ARTICLES OF MERGER
(Profit Corporations)

2019 MAR 18 PM 4:46

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, ALLAHASSEE, FLORIDA, 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)
Leba Management Corporation	Florida	P19000002364

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Leba Management Corporation	Nevada	NV19991346144

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 02-19-19 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 _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 02-19-19 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

Leba Management Corporation(FL)



Barry J. Hahn, Director

Leba Management Corporation (LMA) X



Barry J. Hahn, Director

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>
Leba Management Corporation	Florida
_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Leba Management Corporation	Nevada
_____	_____
_____	_____
_____	_____
_____	_____

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

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:

EXHIBIT "A"

PLAN OF MERGER

This Plan of Merger is made and entered by and between LEBA MANAGEMENT CORPORATION, a Florida corporation (the "Surviving Corporation"); and LEBA MANAGEMENT CORPORATION, a Nevada corporation (the "Merged Corporation") (hereinafter collectively referred to as the "Constituent Corporations").

BACKGROUND

The Directors and Shareholders of the Constituent Corporations have established that it is advisable for the general welfare and advantage of the Constituent Corporations and their respective shareholders that they merge into a single corporation which shall not be a new corporation, but shall be the Surviving Corporation, whose existence as a corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger (the "Merger").

NOW, THEREFORE, the terms and conditions of said merger are as follows:

1. This Merger shall become effective as of _____, 2019 (the "Effective Date").
2. The names of the corporations that are parties to the Merger are as follows:
 - (a) LEBA MANAGEMENT CORPORATION, a Florida corporation
 - (b) LEBA MANAGEMENT CORPORATION, a Nevada corporation
3. The surviving corporation shall be LEBA MANAGEMENT CORPORATION, a Florida corporation.
4. To become effective, this Plan shall be approved by the Directors of the Merged Corporation and the Directors of the Surviving Corporation.
5. The Certificate of the Surviving Corporation in effect at the time the Merger becomes effective shall be and remain the Certificate of the Surviving Corporation until the same is altered, amended, or repealed.
6. The Merger will not effect any change in the governing documents of the Surviving Corporation.
7. The Directors and Shareholders of the Surviving Corporation on the Effective Date shall be and remain the Directors and Shareholders of the Surviving Corporation.

8. Subject to the Articles of Merger and in accordance with the respective state laws of Nevada and Florida, the separate existence of the Merged Corporation shall cease on the Effective Date, and the Surviving Corporation shall have all its rights, privileges, immunities and powers, and the Surviving Corporation shall be subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

9. Upon the Merger becoming effective, the Surviving Corporation shall possess all the rights, privileges, immunities and franchises of a public as well as a private nature of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in actions, and all and every other interest of or belonging to, or due to each of the Constituent Corporations, shall be taken and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; the title to any real estate or any interest therein vested in any of the Constituent Corporations shall not revert or be in any way impaired by reason of this Merger.

10. Following the Effective Date, the Surviving Corporation shall henceforth be responsible and liable for all the liabilities and obligations of the Merged Corporation; and, any claim existing or action or proceeding pending by or against the Merged Corporation may be prosecuted as if this Merger had not taken place, or the Surviving Corporation may be substituted in the place of the Merged Corporation. Neither the rights of creditors nor any liens upon the property of any of the Constituent Corporations shall be impaired by this Merger.

11. On the Effective Date, each share of issued and outstanding stock of the Merged Corporation shall, by virtue of the Merger and without any action on the part of the holder thereof, be retired and the shareholders of the Merged Corporation shall be issued a like number of shares in the Surviving Corporation.

12. Promptly after the Effective Date and upon the surrender of a certificate or certificates representing shares of the Merged Corporation that were outstanding immediately prior to the Effective Date or an affidavit and indemnification in form reasonably acceptable to counsel for the Surviving Corporation stating that such Stockholder has lost their certificate or certificates or that such had been destroyed, the Surviving Corporation shall issue to each record holder of said stock a certificate or certificates registered in the name of such stockholder representing the number of shares of the Surviving Corporation that such Stockholder is entitled to receive as set in Section 11 above.

13. The Directors of the Merged Corporation and the Surviving Corporation are hereby authorized and directed to do or cause to be done all acts, and to execute and deliver all documents necessary or appropriate to effect the Merger and otherwise carry out the foregoing Plan of Merger.

[SIGNATURE PAGE FOLLOWS]

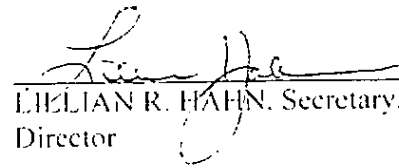
IN WITNESS WHEREOF, the undersigned Directors and Shareholders hereby execute this Plan of Merger as of the Effective Date.

DIRECTORS:

LEBA MANAGEMENT CORPORATION.
a Florida corporation



BARRY J. HAHN, President and Director

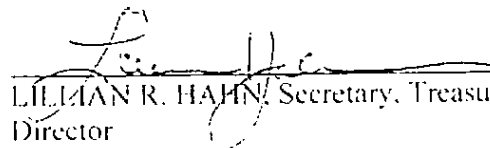


LILLIAN R. HAHN, Secretary, Treasurer and Director

LEBA MANAGEMENT CORPORATION.
a Nevada corporation



BARRY J. HAHN, President and Director

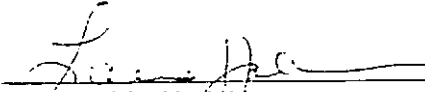


LILLIAN R. HAHN, Secretary, Treasurer and Director


[SIGNATURES CONTINUE ON THE FOLLOWING PAGE]

SHAREHOLDERS:

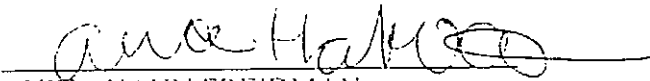
LEBA MANAGEMENT CORPORATION,
a Florida corporation



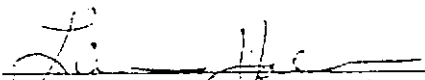
LILLIAN R. HAHN



BARRY J. HAHN



AVIVA HAHN FREIDMAN



LILLIAN R. HAHN, Personal Representative to the
Estate of Elliot F. Hahn

**ACTION BY BOARD OF DIRECTORS
OF
LEBA MANAGEMENT CORPORATION**

The undersigned, being the Board of Directors of LEBA MANAGEMENT CORPORATION, a Florida corporation (the "Corporation"), hereby waive all formal requirements to the action set forth herein including the holding of a meeting and notice of such meeting and hereby adopt the following action:

1. This Corporation shall execute on behalf of the Corporation and LEBA MANAGEMENT CORPORATION, a Nevada corporation, the Plan of Merger as attached hereto and incorporated herein as Exhibit "A". The purpose of the merger is to combine business operations to achieve economies of scale and avoid duplication of expense:

2. The Directors of this Corporation hereby recommend that the Plan of Merger be approved by the Shareholders of this Corporation;

3. The Directors and Officers of this Corporation are authorized and directed to effectuate and execute said Plan of Merger on behalf of this Corporation through the filing of Articles of Merger with respect to the Corporations in Florida and Nevada and to take such other actions as may be necessary to effectuate said Plan of Merger.

IN WITNESS WHEREOF, I have hereunto set my hand this 19th day of Feb. 2019 at _____.



BARRY J. HAHN, Director



LILLIAN R. HAHN, Director