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MAR 28 2019

S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Drucker Financial Services, 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:

Randell C. Doane, Esq.

Contact Person

Doane & Doane, P.A.

Firm/Company

2000 PGA Blvd, Suite 4410

Address

North Palm Beach, FL 33408

City/State and Zip Code

rcdoane@doanelaw.com

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

For further information concerning this matter, please call:

Claire Waters

Name of Contact Person

At (561)

656-0200

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)
Drucker Financial Services Corp.	Florida	P19000006386
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
E-Financial Services Corp.	New York	2276403 (NY Id Number)
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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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 1/18/19.

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 1/18/19.

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

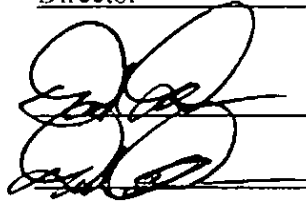
Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Drucker Financial
Services Corp.

E-Financial
Services Corp.



David R. Drucker, President

David R. Drucker, President

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:

Name

Jurisdiction

Drucker Financial Services Corp.

Florida

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

Name

Jurisdiction

E-Financial Services Corp.

New York

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

This state law merger is being undertaken to effectuate a tax-free reorganization under Code Section 368 of the Internal Revenue Code.

The Articles of Incorporation for Drucker Financial Services, Inc., a Florida for-profit Corporation, in effect as of the Effective Date shall be the Articles of Incorporation of the "Surviving Corporation" and shall continue in full force and effect until further amended in accordance with the provisions provided therein or under applicable provisions of the Florida Business Corporation Act, Florida Statutes, Chapter 607, as the same may be amended from time to time.

The Directors and Officers of Drucker Financial Services, Inc., a Florida for-profit Corporation, acting as of the Effective Date, shall continue to serve in such capacities until their successors have been duly elected or appointed and qualified (or until the earlier of their death, resignation or removal).

(See attached Agreement and Plan of Merger for remaining terms of merger).

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:

See attached Agreement and Plan of Merger.

**AGREEMENT AND PLAN OF MERGER OF
DRUCKER FINANCIAL SERVICES CORP., A FLORIDA CORPORATION
AND
E-FINANCIAL SERVICES CORP., A NEW YORK CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER dated as of January 18, 2019 (the "Agreement") is between Drucker Financial Services Corp., a Florida corporation ("Drucker Corp."), and E-Financial Services Corp., a New York corporation ("E-Financial Corp."). Drucker Corp. and E-Financial Corp. are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. Drucker Corp. is a corporation duly organized and existing under the laws of the State of Florida and has 200 shares, no par value, of authorized capital stock of which 100 are designated "Common Stock". As of January 18, 2019, 100 shares of Common Stock are issued and outstanding, 99 of which are held by David Drucker and 1 of which is held by Jo-Ann Drucker.

B. E-Financial Corp. is a corporation duly organized and existing under the laws of the State of New York and has 200 shares, no par value, of authorized capital stock of which 100 shares are designated "Common Stock". As of January 18, 2019, 100 shares of Common Stock are issued and outstanding, 99 of which are held by David Drucker and 1 of which is held by Jo-Ann Drucker.

C. The Board of Directors of E-Financial Corp. has determined that, for the purpose of effecting the reincorporation of E-Financial Corp. in the State of Florida, it is advisable and in the best interests of E-Financial Corp. and its shareholders that E-Financial Corp. merge with and into Drucker Corp. upon the terms and conditions herein provided.

D. The respective Boards of Directors of Drucker Corp. and E-Financial Corp. have approved this Agreement and have directed that this Agreement be submitted to a vote of their respective shareholders and executed by the undersigned officers.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Drucker Corp. and E-Financial Corp. hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

**ARTICLE I
MERGER**

1.1 Merger. In accordance with the provisions of this Agreement, the Florida Business Corporation Act and the New York Business Corporation Law, E-Financial Corp. shall be merged with and into Drucker Corp. (the "Merger"), the separate existence of E-Financial Corp. shall cease and Drucker Corp. shall survive the Merger and shall continue to be governed by the laws of the State of Florida, and Drucker Corp. shall be, and is herein sometimes referred to as, the "Surviving Corporation", and the name of the Surviving Corporation shall be Drucker Financial Services Corp.

Corporation", and the name of the Surviving Corporation shall be Drucker Financial Services Corp.

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement and the Merger shall have been adopted and approved by the shareholders of each Constituent Corporation in accordance with the requirements of the Florida Business Corporation Act and the New York Business Corporation Law;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof; and

(c) Executed Articles of Merger or an executed, acknowledged and certified counterpart of this Agreement meeting the requirements of the Florida Business Corporation Act shall have been filed with the Secretary of State of the State of Florida.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of E-Financial Corp. shall cease and Drucker Corp., as the Surviving Corporation, (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall be subject to all actions previously taken by its and E-Financial Corp.'s Boards of Directors, (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of E-Financial Corp. and shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, in the manner as more fully set forth in Florida Statutes §607.1106, and (iv) shall succeed, without other transfer, to all of the debts, liabilities and obligations of E-Financial Corp. in the same manner as if Drucker Corp. had itself incurred them, all as more fully provided under the applicable provisions of the Florida Business Corporation Act and the New York Business Corporation Law.

ARTICLE II CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Articles of Incorporation. Upon the effectiveness of the Merger, the Articles of Incorporation of Drucker Corp. as in effect immediately prior to the effective Date of the Merger shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.2 Bylaws. The Bylaws of Drucker Corp. as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of Drucker Corp. immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their respective successors shall have been duly elected and qualified or until as otherwise provided by law, or the Articles of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

ARTICLE III MANNER OF CONVERSION OF SECURITIES

3.1 E-Financial Corp. Common Stock. Upon the Effective Date of the Merger, every one (1) share of E-Financial Corp. Common Stock, no par value, outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares, or any other person, be changed and converted into and exchanged for one (1) fully paid and nonassessable share of Common Stock, no par value, respectively, of the Surviving Corporation.

3.2 Fractional Shares. No fractional shares shall be issued by the Surviving Corporation upon the conversion of any share of Common Stock of E-Financial Corp. into Common Stock of the Surviving Corporation.

3.3 Drucker Corp. Common Stock. Upon the Effective Date of the Merger, each share of Common Stock, no par value, of Drucker Corp. issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by Drucker Corp., the holder of such shares, or any other person, be canceled and returned to the status of authorized but unissued shares.

3.4 Exchange of Certificates. After the Effective Date of the Merger, each holder of an outstanding certificate representing shares of E-Financial Corp. Common Stock may, at such shareholder's option, surrender the same for cancellation to the transfer agent and registrar for the Common Stock of the Surviving Corporation, as exchange agent (the "Exchange Agent"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the appropriate class and series of the Surviving Corporation's capital stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of E-Financial Corp. capital stock shall be deemed for all purposes to represent the number of whole shares of the appropriate class and series of the Surviving Corporation's capital stock into which such shares of E-Financial Corp. capital stock were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any shares of stock represented by such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of capital stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing capital stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the

certificates of E-Financial Corp. so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for shares of Drucker Corp. stock is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and that the person requesting such transfer pay to Drucker Corp. or the Exchange Agent any transfer or other taxes payable by reason of the issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of Drucker Corp. that such tax has been paid or is not payable.

ARTICLE IV GENERAL PROVISIONS

4.1 Covenants of Drucker Corp. Drucker Corp. covenants and agrees that it will, on or before the Effective Date of the Merger:

(a) File any and all documents with the appropriate taxing authorities necessary for the assumption by Drucker Corp. of all of the franchise tax liabilities of E-Financial Corp.; and

(b) Take such other actions as may be required by the Florida Business Corporation Act.

4.2 Further Assurances. From time to time, as and when required by Drucker Corp. or by its successors or assigns, there shall be executed and delivered on behalf of E-Financial Corp. such deeds and other instruments, and there shall be taken or caused to be taken by Drucker Corp. and E-Financial Corp. such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or conform of record or otherwise by Drucker Corp. the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of E-Financial Corp. and otherwise to carry out the purposes of this Agreement, and the officers and directors of Drucker Corp. are fully authorized in the name and on behalf of E-Financial Corp. or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the filing of this Agreement with the Secretary of State of the State of Florida, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either E-Financial Corp. or Drucker Corp., or both, notwithstanding the approval of this Agreement by the shareholders of E-Financial Corp. or by the sole stockholder of Drucker Corp., or by both.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretaries of State of the State of New York and State of Florida, provided that an amendment made subsequent to the adoption of this Agreement by the shareholders of either Constituent Corporation shall not: (1) alter or change the amount or kind of shares, securities, cash, property

and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation. (2) alter or change any of the terms and conditions of this Agreement if such alteration or change would adversely affect the holders of any class of shares or series thereof of such Constituent Corporation, or (3) alter or change any term of the Articles of Incorporation of the Surviving Corporation to be effected by the Merger.

4.5 Registered Office and Agent. The registered office of the Surviving Corporation in the State of Florida is located at 2000 PGA Blvd., Ste. 4410, North Palm Beach, FL, County of Palm Beach, and Randell C. Doane, Esq. is the registered agent of the Surviving Corporation at such address.


4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 611 Masters Way, Palm Beach Gardens, FL 33418 and copies thereof will be furnished to any shareholder of either Constituent Corporation, upon request and without cost.

4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Florida and, so far as applicable, the merger provisions of the Florida Business Corporation Act and the New York Business Corporation Law.

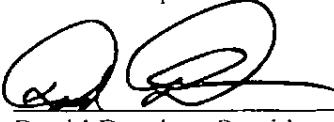
4.8 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, this Agreement and Plan of Merger, having first been approved by resolutions of the Boards of Directors of Drucker Corp. and E-Financial Corp., is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

DRUCKER FINANCIAL SERVICES CORP.,
a Florida corporation

By: 
David Drucker, President

E-FINANCIAL SERVICES CORP.,
a New York corporation

By: 
David Drucker, President

**OFFICERS CERTIFICATE
OF
E-FINANCIAL SERVICES CORP., A NEW YORK CORPORATION**

David Drucker and Jo-Ann Drucker certify that:

1. They are the President, Treasurer and Secretary, respectively, of E-Financial Services Corp., a corporation organized under the laws of the State of New York.
2. The corporation has authorized one class of stock, designated "Common Stock".
3. There are 100 shares of Common Stock issued and outstanding as of January 18, 2019, the Filing Date for the Agreement and Plan of Merger attached hereto (the "Merger Agreement"). All shares of Common Stock are entitled to vote on the merger.
4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of a number of shares of each class of stock that equaled or exceeded the vote required.
5. The percentage vote required was greater than 50% of the votes entitled to be cast by holders of shares of Common Stock outstanding as of January 18, 2019.
6. The undersigned further declare under penalty of perjury under the laws of the State of New York that each has read the foregoing certificate and knows the contents thereof and that the same is true of their own knowledge.



David Drucker
President and Treasurer

Dated: 1-18-19



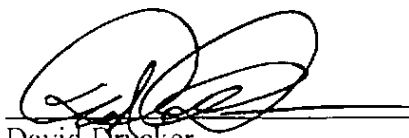
Jo-Ann Drucker
Secretary

Dated: 1-18-19

**OFFICERS CERTIFICATE
OF
DRUCKER FINANCIAL SERVICES, INC., A FLORIDA CORPORATION**

David Drucker certifies that:

1. He is the President and Treasurer, of Drucker Financial Services, Inc., a corporation organized under the laws of the State of Florida.
2. The corporation has authorized one class of stock, designated "Common Stock".
3. There are 100 shares of Common Stock outstanding and entitled to vote on the Agreement and Plan of Merger attached hereto (the "Merger Agreement").
4. The principal terms of the Merger Agreement were approved by the Board of Directors and by the vote of 100% of the outstanding shares of Common Stock of the Corporation.
5. The percentage vote required was more than 50% of the votes entitled to be cast by holders of shares of Common Stock outstanding as of January 18, 2019.
6. The undersigned further declares under penalty of perjury under the laws of the State of Florida that he has read the foregoing certificate and knows the contents thereof and that the same is true to his own knowledge.



David Drucker,
President and Treasurer

Dated: 1 - 18 - 19