

P19000010200

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(Address)

(Address)

(City/State/Zip/Phone #)

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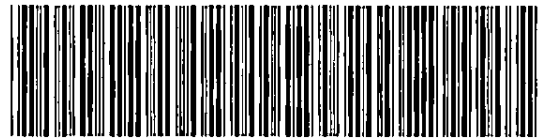
(Business Entity Name)

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R. WHITE
SEP 27 2019

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: CPA-CD CORPORATION

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

LAUREN KUCERA

Contact Person

Firm/Company

85 REVERE DR. SUITE J

Address

NORTHBROOK, IL 60062

City/State and Zip Code

lkucera@gersteintaxlaw.com

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

For further information concerning this matter, please call:

Lauren Kucera

Name of Contact Person

At (773) 474-3978

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 3, 2019

LAUREN KUCERA
85 REVERE DR STE J
NORTHBROOK, IL 60062

SUBJECT: CPA-CD CORPORATION
Ref. Number: P19000010200

We have received your document for CPA-CD CORPORATION and your check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

An additional fee of \$35.00 is needed to file this document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II Supervisor

Letter Number: 119A00018021

Please note updated Plan of Merger language. See enclosed. Check for \$35.

2019 SEP 24 PM 9:52

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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)
CPA-CD CORPORATION	FLORIDA	P19000010200

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CPA CORPORATION	ILLINOIS	

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 January 1, 2019.

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 January 1, 2019.

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

CPA CORPORATION

Laura DeGrange

LAURA DEGRANGE, SECRETARY

CPA-CD CORPORATION

Laura DeGrange

LAURA DEGRANGE, 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>
CPA CORP	FLORIDA
_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>
CPA CORPORATION	ILLINOIS
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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

Transferor, CPA Corporation, an Illinois corporation, and CPA Corp, a Florida corporation have been approved by the Board of Directors and Shareholders to merge pursuant to 805 ILCS section 5/11.05, and IRC Section 368(a)(1)(F). The surviving corporation, CPA Corp, a Florida corporation will contain the same assets, and liabilities, if any, of the transferor. All outstanding and authorized shares of transferor are converted and merged into shares of the surviving corporation.

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)

CPA-CD Plan of Merger

Fourth:

The issued common shares of the transferor (non-surviving) corporation will be cancelled, as all issued shares of the two entities participating in the merger are owned by the same individuals in identical proportions.

All the authorized, outstanding and issued shares of the transferor corporation are converted and merged to the surviving corporation. Immediately after the transfer the transferor corporation and shareholders immediately before the transfer are in control of the surviving corporation and its assets. The merger into the surviving corporation is reorganization for the purpose of a location change. The surviving corporation will use the existing federal tax identification number after the corporate merger, and the corporation continues as an S-corporation.