

P1900001350

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

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STATE  
TALIAHO

R. WHITE  
MAR 12 2019

**Incorporating Services, Ltd.**

1540 Glenway Drive  
Tallahassee, FL 32301  
850.656.7956  
Fax: 850.656.7953  
www.Incserv.com  
e-mail: accounting@incserv.com

**incserv**

**ORDER FORM**

**TO** Florida Department of State  
Division of Corporations, Clifton  
Building  
2661 Executive Center Circle  
Tallahassee, FL 32301  
corphelp@dos.myflorida.com  
850-245-6051

**FROM** Melissa Stops  
mstops@incserv.com  
850.656.7953

**REQUEST DATE** 3/11/2019

**PRIORITY** Routine

**OUR REF # (Order ID#)** 727056

**ORDER ENTITY**

INTERHARMONY INTERNATIONAL MUSIC FESTIVAL INC.

**PLEASE PERFORM THE FOLLOWING SERVICES:**

INTERHARMONY INTERNATIONAL MUSIC FESTIVAL INC. ( FL )

File the attached merger document

Please provide a certified copy as evidence.

**NOTES:**

\$78.75 Authorized

Email address for annual report reminders: Stuart.Weichsel@Stropheus.com

**RETURN/FORWARDING INSTRUCTIONS:**

ACCOUNT NUMBER: I20050000052

Please bill the above referenced account for this order.

If you have any questions please contact me at 656-7956,

Sincerely,



Please bill us for your services and be sure to include our reference number on the invoice and courier package if applicable. For UCC orders, please include the thru date on the results.

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2019 MAR 11 AM 9:14

SECRETARY OF STATE  
TALLAHASSEE, FL

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
InterHarmony International Music Festival	New York NY	LLC
LLC		

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
InterHarmony International Music Festival I	Florida FL	Corporation

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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**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.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

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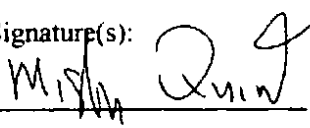
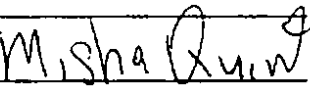
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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
InterHarmony International Music Festival I		Misha Quint
LLC		
InterHarmony International Music Festival		Misha Quint
Inc.		

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

## PLAN OF MERGER

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
InterHarmony International Music Festival	NY - New York	LLC
LLC		

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
InterHarmony International Music Festival I	Florida - FL	Corporation

**THIRD:** The terms and conditions of the merger are as follows:

In an F Reorganization for Federal Income Tax purposes, the NY LLC will merge into the Florida

Corporation, with the Florida Corporation surviving.

Misha Quint, an individual, owns 100 percent of both entities, so the Membership interests of the LLC will

be canceled without compensation, since Quint already owns 100 percent of the Florida Corp.

The Florida Corporation will assume and assets, contracts, and obligations of the LLC as a matter

of law and continue the business of the NY LLC.

Since both the NY LLC and the Florida Corp are corporations for US Federal and State income tax

purposes, this merger will qualify as an "F Reorganization" under Sec. 368 (A)(1)(F) -

"a mere change in identity, form, or place of organization of one corporation, however effected;"

This is a change of place of organization.

*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

As noted above, due to the identical ownership of NY LLC and Florida Corp. there is only a

cancellation of the NY LLC membership interests.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

No options or rights to acquire interests in either entity exist.

*(Attach additional sheet if necessary)*

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

The surviving entity is a Florida Corp.

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Not applicable.

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*(Attach additional sheet if necessary)*



**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

None.

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*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

None.

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*(Attach additional sheet if necessary)*