

P190000061408

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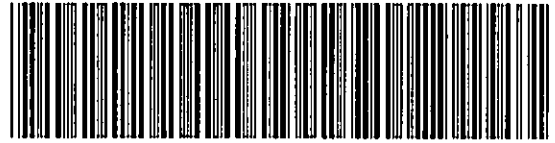
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger CC

DEC 23 2019

ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: HEIM FAMILY 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:

HERBERT C. HEIM

Contact Person

Firm/Company

APT E 303 1820 TARPON LN.

Address

VERO BEACH FL. 32960

City/State and Zip Code

HERBERTHEIM@aatt.net

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

For further information concerning this matter, please call:

HERBERT C. HEIM

Name of Contact Person

At (772) 925-1494

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)
HEIM FAMILY CORP	FLORIDA	P1900001408

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
JAKE ST. CORP	NEW JERSEY	F17000001459

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 11/10/2019 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 11/10/2019 and shareholder approval was not required.

(Attach additional sheets if necessary)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made as of 11/10/2019 by and between Heim Family Corp a Florida Corporation and James St Corp a New Jersey Corporation are hereinafter sometimes collectively referred to as "Constituent Corporations".

RECITALS

- A. Heim Family Corp was incorporated on 9/7/2019 as an S Corporation. Its current authorized capital stock consists of 100 shares of common stock having no par value of which no shares are issued and outstanding
- B. James St Corp was incorporated on 7/23/1996 as an S Corporation. Its authorized capital stock consists of 100 shares with no par value of which 100 shares are issued and outstanding.
- C. The respective boards of directors and all of the shareholders of James St Corp and Heim Family Corp deem it advisable and to the advantage of each of the Constituent Corporations that James St Corp merge with and into Heim Family Corp for the purpose of effecting a change of jurisdiction of the S Corp from New Jersey to Florida.
- D. The Boards of Directors and all of the shareholders of each of the Constituent Corporations have approved this merger agreement.

NOW THEREFORE, the parties do hereby adopt the the plan of reorganization set forth in this merger agreement and do hereby agree that James St Corp shall merge with and into Heim Family Corporation on the following terms, conditions and other provisions.

1. **MERGER AND EFFECTIVE TIME** At the Effective Time (as defined below) James St Corp shall be merged with and into Heim Family Corp and Heim Family Corp shall be the surviving corporation of the merger. The merger shall become on the date when the later of (i) a duly executed Certificate of merger meeting the requirements of the laws of New Jersey and (ii) the duly executed Articles of Merger meeting the requirements of the Laws of Florida are filed with Secretary of State Florida.

2. **EFFECT OF MERGER.** At the Effective Time , the separate corporate existence of James St Corp shall cease, the corporate identity, existence , powers, rights and immunities of Heim Family Corp as the Surviving Corporation shall continue unimpaired by the Merger and Heim Family Corp shall succeed to and possess all the assets, properties, rights, privileges, powers, franchises, immunities and purposes, and shall be the subject to all debts, liabilities, obligations, restrictions and duties of James St Corp, all without further act or deed.

3. **GOVERNING DOCUMENTS.** At the Effective Time, the Articles of Incorporation in effect immediately prior to the Effective Time shall become the Articles of Incorporation and the Bylaws of the Surviving Corporation.

4. **DIRECTORS AND OFFICERS.** At the Effective Time, the directors and officers of James St Corp shall become the directors and officers of Heim Family Corp the surviving corporation with the same titles and positions and after the Effective Time shall serve in accordance with the Articles of Incorporation and Bylaws of the surviving Corporation until successors are duly elected or appointed and qualified in accordance with applicable law.

5. **CONVERSION OF SHARES OF JAMES ST CORP.** Subject to the terms and conditions of this Agreement, at the Effective Time, each share of James St Corp common stock outstanding immediately prior thereto shall be automatically changed and converted one share for one one share into common stock of Heim Family Corp owned by the same shareholders.

6. **CANCELLATION OF SHARES OF JAMES ST CORP.** At the EFFECTIVE Time, all of the previously issued and outstanding shares of stock of JAMES ST corp shall be automatically retired and canceled.

7. **TAX FREE (F) REORGANIZATION.** This transaction involves a mere change by transfer of property from one corporation to one other corporation pursuant to the provisions 26 USC Sec 368 (a)(1)(F) to relocate James St Corp Jurisdiction from New Jersey To Florida.

IN WITNESS WHEREOF, this Merger Agreement is hereby executed on behalf of each of the Constituent Corporations and attested by their respective officers hereunto duly authorized.

JAMES ST CORP

by Herbert C Heim
President

HEIM FAMILY CORP

by Herbert C Heim
President