

P19000086494

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(City/State/Zip/Phone #)

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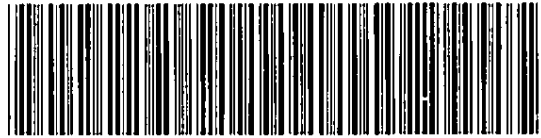
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2019 NOV 22 PM 2:36

Merger

FEB 14 2020

D CONNELL

Connell, Darlene

From: t bark <twbark@gmail.com>
Sent: Thursday, February 13, 2020 10:12 AM
To: Connell, Darlene
Subject: Guardrail Finance, Inc. - Articles of Merger

EMAIL RECEIVED FROM EXTERNAL SOURCE

Dear Darlene:

I am the filer/attorney who prepared the above document. Please change the effective date of this merger to November 22, 2019.

Thank you for your assistance.

Thomas Bark, Esq.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Guardrail Finance, Inc.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Thomas W. Bark

Contact Person

Thomas W. Bark LLC

Firm/Company

2037 NE 6th Terrace

Address

Wilton Manors, FL 33305

City/State and Zip Code

rnewstead@guardrailfinance.com

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

For further information concerning this matter, please call:

Thomas W. Bark

Name of Contact Person

At (646) 574-5577

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

January 22, 2020

THOMAS W. BARK
2037 NE 6TH TERRACE
WILTON MANORS, FL 33305

SUBJECT: GUARDRAIL FINANCE, INC.
Ref. Number: P19000086494

We have received your document and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

As a condition of a merger, pursuant to s.607.1622(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 220A00001588

2020 FEB 10 PM 12:15



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 27, 2019

THOMAS W. BARK
2037 NE 6TH TERRACE
WILTON MANORS, FL 33305

SUBJECT: GUARDRAIL FINANCE, INC.
Ref. Number: P19000086494

We have received your document and check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The merger should include 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.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 919A00026273

2020 JAN 21 PM 12:25

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)
Guardrail Finance, Inc.	Florida	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Guardrail Finance, Inc.	California	C3534590

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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 November 7, 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 November 7, 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

Guardrail Finance, Inc. (FL)

Robert Nardone

President

Guardrail Finance, Inc. (CA)

Robert Newstead

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

Guardrail Finance, Inc.

Florida

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

Name

Jurisdiction

Guardrail Finance, Inc.

California

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

Guardrail Finance, Inc., a California corporation, will merge with and into Guardrail Finance, Inc., a Florida corporation. Guardrail Finance, Inc., a Florida corporation, will be 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)

Each share of common stock or right to acquire common stock of the merging corporation will be converted into one share or right to acquire one share of common stock of the surviving corporation. Each share of common stock or right to acquire common stock of the surviving corporation will remain outstanding.