

PA0000003234

(Requestor's Name)

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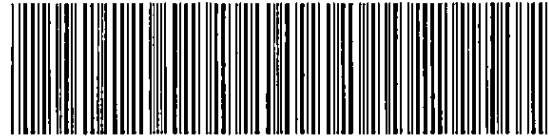
(Business Entity Name)

(Document Number)

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20 MAR -2 AM 10:19

20190304 10:19:19

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2020 MAR -2 AM 11:00

20200303 11:00:00

MA 3/3/2020

MA 3/3/2020

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 197097 7289394

AUTHORIZATION :



COST LIMIT : \$ 70.00

ORDER DATE : February 28, 2020

ORDER TIME : 9:35 AM

ORDER NO. : 197097-005

CUSTOMER NO: 7289394

ARTICLES OF MERGER

THE COMMERCIAL DRIVER'S
LICENSE SCHOOL, INC.

INTO

GBNY HOLDINGS, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

_____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Kadesha Roberson EXT 62980

EXAMINER'S INITIALS: _____

**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:

GBNY HOLDINGS, INC.
FLORIDA Document ID: P20000003234

SECOND: The name and jurisdiction of the **merging** corporation:

THE COMMERCIAL DRIVER'S LICENSE SCHOOL, INC.
NEW YORK Document ID: N/A

THIRD: The Agreement and 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.

FIFTH: The Plan of Merger was adopted by the shareholders of the **surviving** corporation
on March 2, 2020.

SIXTH: The Plan of Merger was adopted by the shareholders of the **merging** corporation
on March 2, 2020.

[SIGNATURE PAGE TO FOLLOW]

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20 MAR -2 AM 10:19
OFFICE OF THE CLERK
FLORIDA DEPARTMENT OF STATE

SEVENTH: SIGNATURES FOR EACH CORPORATION

MERGING CORPORATION:

THE COMMERCIAL DRIVER'S LICENSE SCHOOL, INC., a New York corporation

By: 

Albert V. Hanley III

Chief Executive Officer and Principal Executive Officer

SURVIVING CORPORATION:

GBNY HOLDINGS, INC., a Florida corporation

By: 

Albert V. Hanley III

Chief Executive Officer and Principal Executive Officer

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20 MAR -2 2410:19
CLERK OF DISTRICT COURT
JULIA A. HARRIS

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER (the "**Plan of Merger**") is adopted on March 2, 2020, by THE COMMERCIAL DRIVER'S LICENSE SCHOOL, INC., a business corporation of the State of New York, and by its Board of Directors on said date, and adopted on March 2, 2020 by GBNY HOLDINGS, INC., a business corporation incorporated under the laws of the State of Florida, and by its Board of Directors on said date, and is hereby submitted in compliance with Section 607.1101, Florida Statutes.

1. The participating corporations, THE COMMERCIAL DRIVER'S LICENSE SCHOOL, INC., a New York corporation, and GBNY HOLDINGS, INC., a Florida corporation, shall, pursuant to the provisions of the Business Corporation Law of the State of New York, and the Florida Business Corporation Act, be merged with and into a single corporation, to wit GBNY HOLDINGS, INC., a Florida corporation, which shall be the surviving corporation upon the effective date of the merger and which is sometimes hereinafter referred to as the "**surviving corporation**", and which shall continue to exist as said surviving corporation under its present name, pursuant to the provisions of the laws of the jurisdiction of its incorporation (the "**Merger**"). The separate existence of THE COMMERCIAL DRIVER'S LICENSE SCHOOL, INC., a New York corporation, which is sometimes hereinafter referred to as the "**terminating corporation**", shall cease upon the effective date of the merger in accordance with the provisions of the Business Corporation Law of the State of New York.

2. The number of outstanding shares of the terminating corporation is 150 shares, no par value, all of which are of one class and are common shares, and all of which are entitled to vote on the merger.

The number of the aforesaid outstanding shares is not subject to change prior to the effective date of the merger.

3. The number of outstanding shares of the surviving corporation is 150 shares, no par value, all of which are of one class and are common shares, and all of which are entitled to vote on the merger.

The number of the aforesaid outstanding shares is not subject to change prior to the effective date of the merger.

4. The by-laws of the surviving corporation upon the effective date of the merger will be the by-laws of said surviving corporation and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its incorporation.

5. The directors and officers in office of the surviving corporation upon the effective date of the Merger shall be the members of the first Board of Directors and the first officers of the surviving corporation, all of whom shall hold their directorships and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the by-laws of the surviving corporation.

6. Each issued share of the terminating corporation shall, upon the effective date of the merger, be cancelled. The issued shares of the surviving corporation shall not be converted in any manner, but each said share which is issued as of the effective date of the merger shall continue to represent one issued share of the surviving corporation.

7. The Plan of Merger herein made and adopted shall be submitted to the shareholders of the terminating corporation for their adoption or rejection in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and the merger of the terminating corporation with and into the surviving corporation shall be authorized in the manner prescribed by the laws of the jurisdiction of incorporation of the surviving corporation.

8. In the event that the Plan of Merger shall have been adopted by the shareholders entitled to vote of the terminating corporation in the manner prescribed by the provisions of the Business Corporation Law of the State of New York, and in the event that the merger of the terminating corporation with and into the surviving corporation shall have been duly authorized in compliance with the laws of the jurisdiction of incorporation of the surviving corporation, the terminating corporation and the surviving corporation hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

9. The Board of Directors and the proper officers of the terminating corporation and of the surviving corporation, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

10. The Merger contemplated by this Plan of Merger is intended to constitute a tax-free reorganization under Section 368(a)(1)(F) of the Internal Revenue Code, as a mere change in the place of organization of a corporation, and this Plan of Merger and the transactions contemplated herein shall contemplate a "plan of reorganization" within the meaning of Treasury Regulation §1.368-2(g).

[Signature page follows.]

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20 MAR -2 AM 10:19
CLERK OF SUPERIOR COURT
STATE OF FLORIDA

TERMINATING CORPORATION:

THE COMMERCIAL DRIVER'S LICENSE SCHOOL, INC., a New York corporation

By: 

Albert V. Hanley III
Chief Executive Officer and Principal Executive Officer

SURVIVING CORPORATION:

GBNY HOLDINGS, INC., a Florida corporation

By: 

Albert V. Hanley III
Chief Executive Officer and Principal Executive Officer

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STATE OF FLORIDA