

Pa0000033120

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

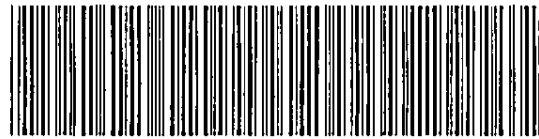
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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WALK IN

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- CERTIFIED COPY** _____
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- FILING** MERGER _____

1. LAURAND ASSOCIATES, INC.
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LAURAND ASSOCIATES, INC.
Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

LAURENCE A. GOLDFARB

Contact Person

Firm/Company

7738 LAKESIDE BLVD, STE321

Address

BOCA RATON, FL 33434

City/State and Zip Code

LAURENCE@LAURAND.NET

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

For further information concerning this matter, please call:

LAURENCE A. GOLDFARB At (516) 829-8821

Name of Contact Person

Area Code & Daytime Telephone Number

Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

ARTICLES OF MERGER

2020 JUN -8 AM 11:13

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>LAURAND ASSOCIATES, INC.</u>	<u>FL</u>	<u>CORP</u>	<u>P2000033120</u>

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>LAURAND ASSOCIATES, INC.</u>	<u>NY</u>	<u>CORP</u>	<u>N/A</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FOURTH: Please check one of the boxes that apply to surviving entity:

- 2020 JUL -8 AM 11:13
- This entity exists before the merger and is a domestic filing entity.
 - This entity exists before the merger and is not authorized to transact business in Florida.
 - This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
 - This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
 - This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
 - This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
 - This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- The plan of merger was approved by the shareholders and each separate voting group as required.
- The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: If other than the date of filing, the delayed 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:

June 15, 2020

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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.

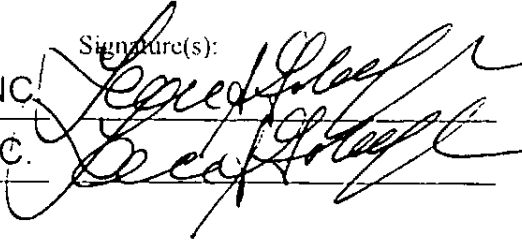
NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

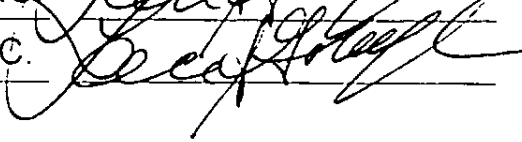
Typed or Printed
Name of Individual:

LAURAND ASSOCIATES, INC.



LAURENCE A. GOLDFARB, PRES.

LAURAND ASSOCIATES, INC.



LAURENCE A. GOLDFARB, PRES.

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 an authorized person

PLAN OF MERGER

This Plan of Merger (this "Plan"), is made and entered into as of June 15, 2020, by and among LAURAND ASSOCIATES, INC., a Florida corporation having an address at 7738 Lakeside Boulevard, Suite 321, Boca Raton, FL 33434 (the "Surviving Entity"), and LAURAND ASSOCIATES, INC., a New York corporation having an address at 11 Grace Avenue, Suite 405, Great Neck, NY 11021 (the "Merging Entity") (the Surviving Entity and the Merging Entity are sometimes collectively referred to herein as the "Entities").

WITNESSETH:

WHEREAS, the Surviving Entity is a corporation duly organized and validly existing under the laws of the State of Florida and the Merging Entity is a corporation duly organized and validly existing under the laws of the State of New York; and

WHEREAS, Laurence A. Goldfarb ("Goldfarb"), is the owner of one hundred (100%) percent of the issued and outstanding shares of common stock, no par value ("Shares"), of each of the Entities, has determined that it is advisable and in the best interests of the Entities that the Merging Entity merge with and into the Surviving Entity upon the terms and conditions provided for herein (the "Merger"), and has approved, adopted and authorized the Merger and this Plan.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein the parties hereto hereby agree as follows:

1. **PARTIES**. The following are the names and addresses of each of the Entities:

<u>Name</u>	<u>Address</u>
LAURAND ASSOCIATES, INC. a Florida corporation The Surviving Entity	7738 Lakeside Boulevard, Suite 321 Boca Raton, FL 33434
LAURAND ASSOCIATES, INC. a New York corporation The Merging Entity	11 Grace Avenue, Suite 405 Great Neck, NY 11021

2. **ISSUED SHARES**. Each of the Entities has one hundred (100) issued and outstanding Shares owned by Goldfarb.

3. **MERGER**. Effective as of June 15, 2020 (the "Effective Date"), the Merging Entity shall be merged with and into the Surviving Entity and the separate existence

of the Merging Entity shall cease. Goldfarb, as the owner of the issued and outstanding Shares of Merging Entity, will continue, after the Merger, as the owners of one hundred (100%) percent of the issued and outstanding Shares of the Surviving Entity.

4. **ARTICLES OF INCORPORATION**. The Articles of Incorporation of the Surviving Entity, as in effect immediately prior to the Effective Date, shall not be affected by the Merger.

5. **SUCCESSION**. On the Effective Date, the Surviving Entity shall possess all the rights, privileges, immunities, powers, and franchises of any nature, of the Merging Entity, and all the property, real, personal or otherwise, and all debts due to the Merging Entity on whatever accounts, causes of action and every other asset of the Merging Entity, shall vest in the Surviving Entity without further act or deed, and all property, assets, rights, privileges, powers, franchises and immunities, and all and every other interest shall thereafter be the property of the Surviving Entity, as they were of the Merging Entity; provided, however, that all the liabilities and obligations of the Merging Entity shall be and are hereby assumed by the Surviving Entity.

6. **EFFECTIVENESS OF THE MERGER AND THE EFFECTIVE DATE**. The Merger shall become effective as of Effective Date, provided that prior thereto the Articles of Merger has been filed with the Secretary of State of the State of Florida and the Certificate of Merger has been filed with the Secretary of State of the State of New York.

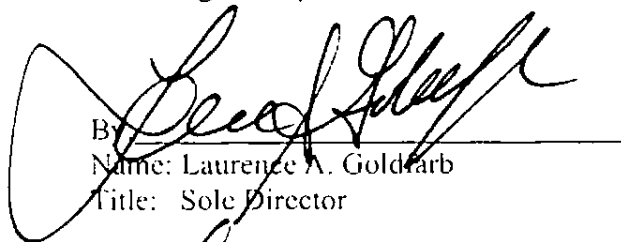
7. **APPROVAL**. This Plan has been adopted, approved and authorized by all of the shareholders and directors of each of the Entities.

8. **COUNTERPARTS; FACSIMILE AND PDF SCANNED SIGNATURES**. This Plan may be executed in two or more counterparts, each of which shall be deemed an original and which together shall constitute one document. The parties hereto agree that facsimile transmission or scanned pdf files of original signatures shall constitute and be accepted as original signatures.

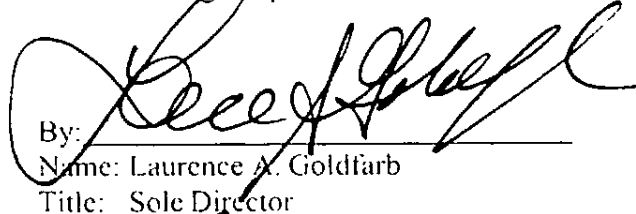
“SIGNATURE PAGE FOLLOWS”

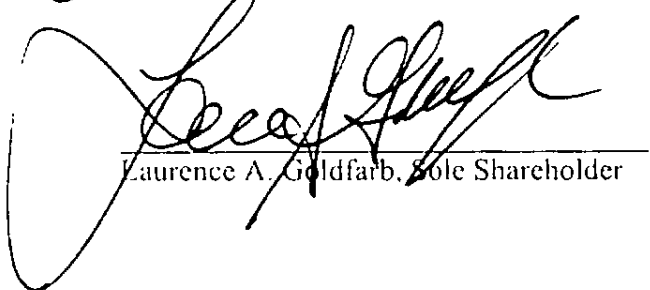
IN WITNESS WHEREOF, the undersigned have executed this Plan as of the day and year first above written.

LAURAND ASSOCIATES, INC.,
The Merged Corporation


By: _____
Name: Laurence A. Goldfarb
Title: Sole Director

LAURAND ASSOCIATES, INC.,
The Surviving Corporation


By: _____
Name: Laurence A. Goldfarb
Title: Sole Director



Laurence A. Goldfarb, Sole Shareholder



Laurence A. Goldfarb, Sole Shareholder