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**MERGER OR SHARE EXCHANGE
ENVIRONMENTAL RAIL SOLUTIONS, INC.**

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**ARTICLES OF MERGER
OF
ENVIRONMENTAL RAIL SOLUTIONS, INC.,
A NEW JERSEY CORPORATION
WITH AND INTO
ENVIRONMENTAL RAIL SOLUTIONS, INC.,
A FLORIDA CORPORATION**

Pursuant to the Florida Business Corporation Act and the New Jersey Business Corporation Act, Environmental Rail Solutions, Inc., a New Jersey corporation (the "New Jersey Corporation") and Environmental Rail Solutions, Inc., a Florida corporation (the "Florida Corporation"), hereby adopt the following Articles of Merger with respect to the merger of the New Jersey Corporation with and into the Florida Corporation (the "Merger"):

FIRST: The plan of merger for the Merger, pursuant to the applicable provisions of the Florida Business Corporation Act and the New Jersey Business Corporation Act, is as follows:

(a) At the "Effective Time" (as such term is defined below), the New Jersey Corporation will be merged with and into the Florida Corporation, and the Florida Corporation will be the surviving entity of the Merger. The Florida Corporation is hereinafter sometimes referred to as the "Surviving Entity."

(b) The terms and conditions of the Merger are as follows:

(i) The Surviving Entity shall continue the corporate existence of the Florida Corporation under the laws of the State of Florida, and the Surviving Entity shall possess all of the rights, privileges, immunities and franchises, of a public as well as a private nature, of each of the parties to the Merger, and all property, real, personal or mixed, and all debts due on whatever account, and all choses in action, and all and every other interest of or belonging to or due to each of the parties to the Merger shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein, vested in any party to the Merger shall not revert or be in any way impaired by reason of such Merger; and the Surviving Entity shall thenceforth be responsible and liable for all of the liabilities and obligations of each party to the Merger, and any claim existing or action or proceeding by or against any party to the Merger may be prosecuted as if such Merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of any party to the Merger shall be impaired by the Merger.

(ii) The Articles of Incorporation of the Florida Corporation, as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Entity until thereafter amended as provided by applicable law.

(iii) The Bylaws of the Florida Corporation, as in effect immediately prior to the Effective Time, shall be the Bylaws of the Surviving Entity until thereafter amended as provided by law.

(iv) The directors and the officers of the Florida Corporation immediately prior to the Effective Time will be the directors and the officers of the Surviving Entity until their successors are duly elected and qualified or until their earlier resignation or removal.

(c) The Florida Corporation and the New Jersey Corporation each have one shareholder who is the same person. Such person will continue to be the sole shareholder of the Surviving Entity and each of her shares of the New Jersey Corporation will, as of the Effective Time, become a share of the Surviving Entity.

(d) The Merger shall become effective upon the last of the following to occur: (i) the date and time of the filing of Articles of Merger for the Merger with the Florida Department of State, or (ii) the date and time of the filing of a Certificate of Merger for the Merger with the Division of Revenue and Enterprise Services in the New Jersey Department of the Treasury (the "Effective Time").

SECOND: Pursuant to the applicable provisions of the New Jersey Business Corporation Act and the Bylaws of the New Jersey Corporation, the directors and sole shareholder of the New Jersey Corporation approved the Merger by written consents, dated as of December 8, 2021, and the number of votes cast for approval was sufficient.

THIRD: Pursuant to the applicable provisions of the Florida Business Corporation Act and the Bylaws of the Florida Corporation, the directors and the sole shareholder of the Florida Corporation approved the Merger by written consents, dated as of December 8, 2021, and the number of votes cast for approval was sufficient.

[SIGNATURES ARE ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, an authorized officer of each of the parties hereto has executed these Articles of Merger on behalf of the parties hereto.

ENVIRONMENTAL RAIL SOLUTIONS, INC.,
a New Jersey corporation

By: Lisa Ardito
Lisa A. Ardito, President

ENVIRONMENTAL RAIL SOLUTIONS, INC.,
a Florida corporation

By: Lisa Ardito
Lisa A. Ardito, President