

12/23/2020

Division of Corporations

((H20000438422 3))) Florida Department of State

Division of Corporations
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**MERGER OR SHARE EXCHANGE
CAR WASH BOYS, INC.**

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Corporate Filing Menu

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**ARTICLES OF MERGER
FOR MERGING**

1508-1514 N. BLVD. CORP.
(a New York corporation)

WITH AND INTO

Car Wash Boys, Inc.
(a Florida Corporation)

The following Articles of Merger are submitted to merge 1508-1514 N. Blvd. Corp., a New York corporation and Car Wash Boys, Inc., a Florida corporation in accordance with Section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>	<u>Document Number</u>
Car Wash Boys, Inc.	Florida	Corporation	P20000098161

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
1508-1514 N. Blvd. Corp.	New York	Corporation

THIRD: The Plan of Merger is attached.

FOURTH: The effective date of the Merger is December 31, 2020.

FIFTH: The Plan of Merger was adopted by the shareholders of the surviving corporation on December 22, 2020.

SIXTH: The Plan of Merger was adopted by the shareholders of the merging corporation on December 22, 2020.

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

EIGHTH: 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.

NINTH: Car Wash Boys, Inc. exists before the merger and is a domestic filing entity.

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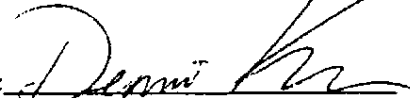
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The Parties have caused these Articles of Merger to be duly executed on this 22 day of December, 2020.

1508-1514 N. BLVD. CORP., a New York corporation

By: 
Dennis Kraus, Its President

Car Wash Boys, Inc., a Florida corporation

By: 
Dennis Kraus, Its President

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**PLAN OF MERGER
FOR MERGING
1508-1514 N. BLVD. CORP.
(a New York corporation)
WITH AND INTO
Car Wash Boys, Inc.
(a Florida corporation)**

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This Plan of Merger dated the 22nd day of December 2020, by and between 1508-1514 N. Blvd. Corp. a New York corporation (the "**Absorbed Corporation**") and Car Wash Boys, Inc., a Florida corporation (the "**Surviving Corporation**") is approved in accordance with Section 607.1101 and 607.1103, Florida Statutes and Sections 902 and 903 of the New York Business Corporation Law.

FIRST: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Car Wash Boys, Inc.	Florida	Corporation

SECOND: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
1508-1514 N. Blvd. Corp	New York	Corporation

THIRD: The terms and conditions of the Merger are as follows:

On the Effective Date, 1508-1514 N. Blvd. Corp. shall be merged with and into Car Wash Boys, Inc. such that Car Wash Boys, Inc. shall be the surviving corporation. 1508-1514 N. Blvd. Corp. will cease to exist and will have been merged into Car Wash Boys, Inc. which shall continue to use the federal taxpayer identification number of 1508-1514 N. Blvd. Corp. as a mere continuation of the corporation pursuant to I.R.C. § 368(a)(1)(F), Revenue Ruling 64-250, 1964-2 C.B. 333 and Revenue Ruling 73-526, 1973-2 CB 404.

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:

At the Effective Date, by virtue of the Merger and pursuant to Revenue Ruling 64-250, 1964-2 C.B. 333 and without any action on the part of the holder thereof, each share of 1508-1514 N. Blvd. Corp. common stock ("**1508-1514 Common Stock**"), issued and outstanding immediately prior to the Effective Date shall be changed and converted into one (1) validly issued, fully paid and non assessable share of Car Wash Boys, Inc. common stock ("**1508 Merger Common Stock**"); After the Effective Date, Car Wash Boys, Inc. shall reflect in its stock ledger the number of shares of 1508

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Merger Common Stock to which each shareholder of 1508-1514 N. Blvd. Corp. is entitled pursuant to the terms hereof.


FIFTH: The Effective Date of the Merger will be December 31, 2020.

SIXTH: This Plan of Merger was approved by each domestic corporation that is a party to the merger in accordance with the applicable provisions of Chapter 607, Florida Statutes, and Article 9 of the New York Business Corporation Law.


SEVENTH: The Surviving Corporation exists before the merger and is a domestic filing entity, its Articles of Incorporation shall continue in full force and effect

The Parties have caused this Plan of Merger to be duly executed on this 22 day of December, 2020.

Car Wash Boys, Inc., a Florida corporation

By: 
Dennis Kraus, Its President

1508-1514 N. Blvd. Corp, a New York corporation

By: 
Dennis Kraus, Its President

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