

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : FILINGS, INC.
Account Number : 072720000101
Phone : (954)791-2100
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2021 JUN -1 AM 9:50

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

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**MERGER OR SHARE EXCHANGE
MILMOR REALTY CORP. FL**

Certificate of Status	0
Certified Copy	0
Page Count	16
Estimated Charge	\$70.00

Milmer

JUN 02 2021
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **MILMOR REALTY CORP. FL**
Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

STUART A. RADER

Contact Person

Rader & Coleman, PL

Firm/Company

2101 NW Corporate Blvd, Ste 316

Address

Boca Raton, FL 33431

City/State and Zip Code

stuart@raderandcoleman.com

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

For further information concerning this matter, please call:

Stuart A. Rader

Name of Contact Person

At (**561**) **368-0545**

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.



May 27, 2021

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MILMOR REALTY CORP. FL
7581 GLENDEVON LN UNIT 1401
DELRAY BEACH, FL 33446

SUBJECT: MILMOR REALTY CORP. FL
REF: P21000019751

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please submit our merger form as the enclosed is not acceptable. The form can be found on www.sunbiz.org.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H21000211356
Letter Number: 021A00011466

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ARTICLES OF MERGER

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)
Milmor Realty Corp. FL	FL	Corporation	P21000019751

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)
Milmor Realty Corp.	NY	Corporation	

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.

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2021 JUN -1 AM 9:50

CLERK OF DISTRICT COURT

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

- ☒ 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.

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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:

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:

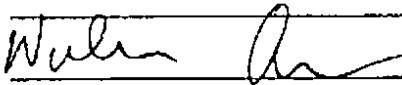
Milmor Realty Corp. FL



William Ain

President

Milmor Reatly Corp



William Ain

President

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

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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

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ENTITY NAME: MILMOR REALTY CORP. FL

DOCUMENT TYPE: MERGER (UNA. BUSINESS)
PROCESS

COUNTY: UNKN

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FILED:05/13/2021 DURATION:***** CASH#:210513000504 FILM #:210513000456

FILER:

EFFECT DATE

WILLIAM AIN
7581 GLENDEVON LANE
UNIT 1401
DELRAY BEACH, FL 33446-----
05/13/2021

ADDRESS FOR PROCESS:

THE CORPORATION
ATTN: WILLIAM AIN
DELRAY BEACH, FL 33446

7581 GLENDEVON LANE, UNIT 1401

REGISTERED AGENT:

CONSTITUENT NAME: MILMOR REALTY CORP.

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SERVICE COMPANY: CORPORATION SERVICE COMPANY

SERVICE CODE: 45

FEES 95.00

FILING 60.00
TAX 0.00
CERT 0.00
COPIES 10.00
HANDLING 25.00PAYMENTS 95.00

CASH 0.00
CHECK 0.00
CHARGE 0.00
DRAWDOWN 95.00
OPAL 0.00
REFUND 0.00

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STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of the
Department of State, at the City of Albany,
on May 14, 2021.

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

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DRAWDOWN

Certificate of Consolidation

of

Milmor Realty Corp. a New York corporation

and

Milmor Realty Corp. FL, a Florida corporation

Under Section 907 of the Business Corporation Law

It is hereby certified upon behalf of each of the constituent corporations herein named, as follows:

FIRST: The Board of Directors of each of the constituent corporations has duly adopted a plan of consolidation setting forth the terms and conditions of the consolidation of said corporations into the consolidated corporation, which shall be a foreign corporation.

SECOND: The name of the foreign constituent corporation, which was organized under the laws of the State of Florida, on March 3, 2021, is Milmor Realty Corp. FL. The name under which said corporation was formed is Milmor Realty Corp. FL.

THIRD: The name of the domestic constituent corporation, the certificate of incorporation of which was filed by the Department of State on December 7, 1971 is Milmor Realty Corp. The name under which said corporation was formed is Milmor Realty Corp.

FOURTH: The name of the consolidated corporation shall be Milmor Realty Corp. FL, which shall continue to operate as a corporation under the laws of the State of Florida.

FIFTH: As to each constituent corporation, the designation and number of outstanding shares of each class and series, the specification of the classes and series entitled to vote on the plan of consolidation, and the specification of each class and series entitled to vote as a class on the plan of consolidation, as set forth in the plan of consolidation, are as follows:

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	Common Voting Stock-Sole Class of Stock	Number of Outstanding Shares Common Voting Stock	Designation of Class and Series Entitled to Vote	Classes and Series Entitled to vote
Milmor Realty Corp.	200	200	Common Voting Stock (200 shares)	Common Voting Stock (200) shares
Milmor Realty Corp. FL	200	200	Common Voting Stock (200 shares)	Common Voting Stock (200) shares

SIXTH: The consolidation herein certified was authorized in respect of the domestic constituent corporation by the written consent of the holders of all outstanding shares of the corporation entitled to vote on the plan of consolidation.

SEVENTH: The consolidation herein certified is permitted by the laws of Florida, the jurisdiction of incorporation of the foreign constituent corporation and is in compliance with said laws.

EIGHTH: The consolidated corporation agrees that it may be served with process in the State of New York in any action or special proceeding for the enforcement of any liability or obligation of the domestic constituent corporation, for the enforcement of any liability or obligation of the foreign constituent corporation for which the foreign constituent corporation is previously amenable to suit in the State of New York, and for the enforcement, as provided in the Business Corporation Law of the State of New York, of the right of shareholders of the domestic constituent corporation to receive payment for their shares against the consolidation corporation.

NINTH: The consolidated corporation agrees that, subject to the provisions of Section 623 of the Business Corporation Law of the State of New York, it will promptly pay to the shareholders of the domestic constituent corporation the amount, if any, to which they shall be entitled under the provisions of the Business Corporation Law of the State of New York relating to the rights of shareholders to receive payment for their shares.

TENTH: The consolidated corporation hereby designates the Secretary of State of the State of New York as its agent upon whom process against it may be served in the manner set

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forth in paragraph (b) of Section 306 of the Business Corporation Law of the State of New York in any action or special proceeding. The post office address within [without] the State of New York to which said Secretary of State shall mail a copy of any process against the surviving corporation served upon him is: Milmor Realty Corp. FL. Attn: William Ain, 7581 Glendevon Lane, Unit 1401, Delray Beach, FL 33446

ELEVENTH: Each of the constituent domestic corporations hereby certifies that all fees and taxes (including penalties and interest) administered by the Department of Taxation and Finance of the State of New York which are now due and payable by each constituent domestic corporation have been paid and a cessation franchise tax report (estimated or final) through the anticipated date of consolidation has been filed by each constituent domestic corporation. The said report, if estimated, is subject to amendment. The consolidated foreign corporation agrees that it will within thirty days after the filing of the certificate of consolidation file the cessation tax report, if an estimated report was previously filed, and promptly pay to the Department of Taxation and Finance of the State of New York all fees and taxes (including penalties and interest), if any, due to the Department of Taxation and Finance by each constituent domestic corporation.

TWELTH: The effective date of the consolidation herein certified, insofar as the provisions of the New York Business Corporation Law govern such effective date, shall be the date of the filing of the certificate of merger or consolidation by the New York Department of State.

Signed on April 16, 2021.

MILMOR REALTY CORP.,
a New York Corporation

By: William Ain
WILLIAM AIN, Sole Director and President

MILMOR REALTY CORP. FL
a Florida Corporation

By: William Ain
WILLIAM AIN, Sole Director and President

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CERTIFICATE OF CONSOLIDATION

OF

MILMOR REALTY CORP., a New York Corporation into
MILMOR REALTY CORP. FL, a Florida Corporation

Under Section 907 of the Business Corporation Law.

Filed by: William Ain, Sole Director and officer of both entities
7381 Glendevon Lane, Unit 1401
Delray Beach, FL 33446

CUST REF# 741173 KXK

FILED

2021 MAY 13 PM 12:55

RECEIVED

2021 MAY 13 AM 11:00

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STATE OF NEW YORK
DEPARTMENT OF STATE

FILED MAY 13 2021

TAX S
BY:

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**UNANIMOUS CONSENT OF SOLE DIRECTOR AND STOCKHOLDER
OF MILMOR REALTY CORP. FL,
A FLORIDA CORPORATION**

RESOLVED, that MILMOR REALTY CORP., a New York corporation, be merged into MILMOR REALTY CORP. FL, INC. in accordance with the Agreement and Plan of Merger between MILMOR REALTY CORP. and MILMOR REALTY CORP. FL., attached hereto as Exhibit "A"

RESOLVED, that the officers are authorized to take all actions necessary or desirable to affect the foregoing.

Dated: March 24, 2021

SOLE DIRECTOR:


WILLIAM AIN

SOLE STOCKHOLDER:


WILLIAM AIN

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated as of March 24, 2021 (this "Agreement"), is entered into by and between Milmor Realty Corp. FL a Florida corporation, and Milmor Realty Corp. a New York corporation. Milmor Realty Corp. NY and Milmor Realty Corp. FL are hereinafter collectively referred to as the "Constituent Corporations".

WITNESSETH:

WHEREAS, Milmor Realty Corp. FL (Milmor FL) is a corporation duly organized and validly existing under the laws of the State of Florida;

WHEREAS, Milmor Realty Corp. ("Milmor") is a corporation duly organized and validly existing under the laws of the State of New York.

WHEREAS, the respective Boards of Directors of Milmor FL and Milmor have determined that it is advisable and in the best interests of such corporations and their stockholders that Milmor merge with and into Milmor. FL upon the terms and subject to the conditions set forth in this Agreement;

WHEREAS, for United States federal income tax purposes, the parties hereto intend the Merger (as defined below) shall qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations promulgated thereunder, and this Agreement is hereby adopted as a plan of organization for purposes of Section 368(a) of the Code and the Treasury Regulations promulgated thereunder; and

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WHEREAS, the directors and shareholders of Milmor and Milmor FL have approved this Agreement, by execution of unanimous written consents in accordance with Section 607.1107 of the Florida Business Corporation Act and Section 904 of the New York Business Corporation Consolidated Laws

NOW, THEREFORE, in consideration of the premises and mutual agreements and covenants herein contained, Milmor and Milmor FL agree as follows:

1. Merger. Milmor shall be merged with and into Milmor FL (the "Merger") such that Milmor FL shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). Appropriate documents necessary to effectuate the Merger shall be filed with the Secretaries of State of the States of Florida and New York and the Merger shall become effective at the time provided by applicable law (the "Effective Date").
2. Governing Documents. The Certificate of Incorporation of Milmor shall be the Certificate of Incorporation of the Surviving Corporation, upon the consummation of the Merger, and the By-Laws of Milmor shall be the By-Laws of the Surviving Corporation, upon the consummation of the Merger.
3. Directors. The persons who are directors of Milmor immediately prior to the Effective Date shall, on and after the Effective Date, be the directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and By-Laws of the Surviving Corporation.
4. Officers. The persons who are officers of Milmor immediately prior to the Effective Date shall, on and after the Effective Date, be the directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the Certificate of Incorporation and By-Laws of the Surviving Corporation.

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5. Succession. On the Effective Date, the separate corporate existence of Milmor shall cease and (i) all the rights, privileges, powers and franchises of a public and private nature of each of the Constituent Corporations, subject to all the restrictions, disabilities and duties of each of the Constituent Corporations; (ii) all assets, property, real, personal and mixed, belonging to each of the Constituent Corporations; and (iii) all debts due to each of the Constituent Corporations on whatever account, including stock subscriptions and all other things in action shall succeed to, be vested in and become the property of the Surviving Corporation without any further act or deed as they were of the respective Constituent Corporations. The title to any real estate vested by deed or otherwise and any other asset, in either of such Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of Milmor shall be preserved and unimpaired. To the extent permitted by law, any claim existing or action or proceeding pending by or against either the Constituent Corporations may be prosecuted as if the Merger had not taken place. All debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred or contracted by it. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations by Milmor, its shareholders, Board of Directors and committees thereof, officers and agents that were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be effective and binding thereon as the same were with respect to Milmor Realty Corp. FL The employees and agents of Milmor shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits that they enjoyed as employees and agents of Milmor.

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6. Capitalization.

- a. The capitalization of Milmor is: 200 shares authorized all without par value and all of which have been issued consisting of 200 shares of Common Stock.
- b. The capitalization of Milmor, FL is: 200 shares authorized all without par value and all of which have been issued consisting of 200 shares of Common Stock.

7. Further Assurances. From time to time, as and when required by the Surviving Corporation or by its successors and assigns, there shall be executed and delivered on behalf of Milmor such deeds and other instruments, and there shall be taken or caused to be taken by it all such further and other action, as shall be appropriate, advisable or necessary in order to vest, perfect or confirm, of record or otherwise, in the Surviving Corporation the title to and possession of all property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Milmor, and otherwise to carry out the purposes of this Agreement. The officers and directors of the Surviving Corporation are fully authorized in the name and on behalf of Milmor or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

8. Conversion of Shares. On and after the Effective Date, by virtue of the Merger and without any action on part of the holder thereof, (i) each share of Milmor Common Stock, issued and outstanding immediately prior to the Effective Date shall be charged and converted into one (1) validly issued, fully paid and non-assessable share of Milmor FL Common Stock. On and after the Effective Date, the Surviving Corporation shall reflect in its stock ledger the number of shares of Milmor, FL Common Stock to which each shareholder of Milmor is entitled to pursuant to the terms hereof.

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9. Amendment. The parties hereto by mutual consent of their respective Boards of Directors, may amend, modify or supplement this Agreement prior to the Effective Date.

10. Counterparts. This Agreement may be executed in one or more counterparts, and each such counterpart hereof shall be deemed to be an original instrument, but all such counterparts together shall constitute but one agreement.

11. Descriptive Headings. The descriptive headings herein are inserted for convenience of reference only and are not intended to be part of or to affect the meaning or interpretation of this Agreement.

12. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Florida, without giving effect to the choice or conflict of law provisions contained therein to the extent that the application of the laws of another jurisdiction will be required thereby.

IN WITNESS WHEREOF, Milmor and Milmor FL have caused this Agreement to be executed and delivered as of the date first written above.

MILMOR REALTY CORP.
a New York Corporation

By: 
WILLIAM AIN, Director and President

MILMOR REALTY CORP. FL
a Florida Corporation

By: 
WILLIAM AIN, Director and President