

6/10/2021

Division of Corporations

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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.

(((H21000229447 3)))



H210002294473ABC+

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To:

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

From:

Account Name : CORPORATE CREATIONS INTERNATIONAL INC.
Account Number : 110432003053
Phone : (561)694-8107
Fax Number : (561)214-8442

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

Email Address: _____

MERGER OR SHARE EXCHANGE

Manfred Real Estate Learning Center, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	13
Estimated Charge	\$70.00

Electronic Filing Menu

Corporate Filing Menu

Help

JUN 15 2021

Articles of Merger

The following Articles of Merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act (the "FBCA").

First:

The name and jurisdiction of the surviving entity:

Manfred Real Estate Learning Center, Inc., a Florida corporation

Second:

The name and jurisdiction of the merging entity:

Manfred Real Estate Learning Center, Inc., a New York corporation

Third:

The surviving entity exists before the merger and is a domestic filing entity. A copy of surviving entity's Articles of Incorporation is attached as Exhibit A.

Fourth:

The plan of merger did not require approval of the board of directors or the shareholders of the domestic corporation which is the surviving entity pursuant to Section 607.1104(1)(b) of the FBCA.

Fifth:

The participation of the foreign corporation which is the merging entity was duly authorized in accordance with the corporation's organic laws under Section 907 of New York's Business Corporation Law. A copy of the merging entity's Certificate of Incorporation and Certificate of Good Standing is attached as Exhibit B.

Sixth:

The merger shall become effective on the date and time that these Articles of Merger are accepted by the Florida Department of State, Division of Corporations.

[Signature Page Follows]

FILED
11 APR 11
ESD

The undersigned corporation has caused this statement to be signed by a duly authorized officer or director who affirms, under penalties of perjury, that the facts stated above are true and correct.

Dated: June 11, 2021

Manfred Real Estate Learning Center, Inc., a
Florida Corporation

By: 

Name: John Manfred

Position: President

Dated: June 11, 2021

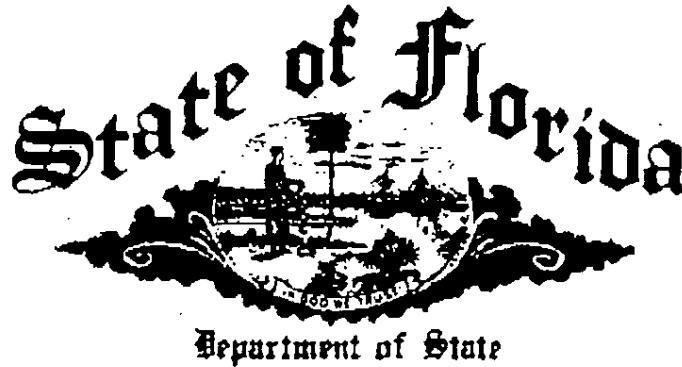
Manfred Real Estate Learning Center, Inc., a
New York Corporation

By: 

Name: John Manfred

Position: President

Exhibit A
Articles of Incorporation



I certify from the records of this office that MANFRED REAL ESTATE LEARNING CENTER, INC. is a corporation organized under the laws of the State of Florida, filed on May 18, 2021.

The document number of this corporation is P21000046400.

I further certify that said corporation has paid all fees due this office through December 31, 2021, and its status is active.

I further certify that said corporation has not filed Articles of Dissolution.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code, 421A00010638-051921-P21000046400-1/1, noted below.

Authentication Code: 421A00010638-051921-P21000046400-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Nineteenth day of May, 2021



Ronald R. Lee
Secretary of State

State of Florida



Department of State

I certify the attached is a true and correct copy of the Articles of Incorporation of MANFRED REAL ESTATE LEARNING CENTER, INC., a Florida corporation, filed on May 18, 2021, as shown by the records of this office.

I further certify the document was electronically received under FAX audit number H21000199320. This certificate is issued in accordance with section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this corporation is P21000046400.

Authentication Code: 421A00010638-051921-P21000046400-1/1

Given under my hand and the
Great Seal of the State of Florida,
at Tallahassee, the Capital, this the
Nineteenth day of May, 2021



Randy R. Lee
Secretary of State

**ARTICLES OF INCORPORATION
OF
MANFRED REAL ESTATE LEARNING CENTER, INC.**

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be Manfred Real Estate Learning Center, Inc. (the "Corporation").

ARTICLE II: INITIAL PRINCIPAL OFFICE

The street and mailing address of the initial principal office of the Corporation is 595 New Loudon Road, Suite 327, Latham, New York 12110.

ARTICLE III: PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented. The specific purpose of the Corporation is to establish, operate, manage and conduct lessons which will provide training and instruction in the principles of real estate sales and marketing; to engage, retain and employ instructors, assistants and any and all other personnel necessary and proper to operate and conduct such a business; to conduct lessons which will provide training and instruction in the principles of career development, resume preparation, and related fields; to provide employment consultation and consultation in the fields of management, sales, communications, and employment.

ARTICLE IV: SHARES

The total number of shares that the Corporation is authorized to issue and have outstanding at any time is 200, all of which shall be common stock with no par value.

ARTICLE V: INITIAL DIRECTORS AND OFFICERS

The initial board of directors of the Corporation shall consist of one (1) member. This number may be increased or decreased from time to time in accordance with the Corporation's bylaws, but shall never be less than one. The name and address of the individual who will serve on the initial board of directors is:

John Manfred, 595 New Loudon Road, Suite 327, Latham, New York 12110

The name and address of the individual who will serve as initial officers is:

John Manfred, 595 New Loudon Road, Suite 327, Latham, New York 12110

ARTICLE VI: INITIAL REGISTERED OFFICE AND AGENT

The street address of the initial registered office of the Corporation is 801 US Highway 1, North Palm Beach, Florida 33408. The name of the initial registered agent of the Corporation at that office is Corporate Creations Network Inc.

ARTICLE VII: INCORPORATOR

The name and street address of the Corporation's incorporator is:

Koya Choi, 15 Second Avenue, Rensselaer, New York 12144

ARTICLE VIII: INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by the FBCA and other applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability, damages, and loss suffered and expenses (including attorneys' fees) actually and reasonably incurred by such Covered Person. Any amendment, repeal, or modification of this Article VIII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE IX: EFFECTIVE DATE AND TIME

The effective date and time of these Articles of Incorporation shall be the date and time that these Articles of Incorporation are filed with the Florida Department of State, Division of Corporations.

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in these Articles of Incorporation, I am familiar with and accept the appointment as registered agent and agree to act in this capacity.


Required Signature/Registered Agent

05/14/2021
Date

I submit these Articles of Incorporation and affirm that the facts stated herein are true. I am aware that the false information submitted in a document to the Florida Department of State constitutes a third degree felony as provided for in Section 817.155 of the Florida Statutes.


Required Signature/Incorporator

May 13, 2021
Date

Exhibit B
Certificate of Incorporation and Certificate of Good Standing

CERTIFICATE OF INCORPORATION

OF:

MANFRED REAL ESTATE LEARNING CENTER, INC.

Pursuant to Section 402 of the Business Corporation Law

It is hereby certified that:

1. The name of the Corporation is MANFRED REAL ESTATE LEARNING CENTER, INC.

2. The purposes for which the corporation is formed are:

To establish, operate, manage and conduct lessons which will provide training and instruction in the principles of real estate sales and marketing; to engage, retain and employ instructors, assistants and any and all other personnel necessary and proper to operate and conduct such a business; to conduct lessons which will provide training and instruction in the principles of career development, resume preparation, and related fields; to provide employment consultation and consultation in the fields of management, sales, communications, and employment.

The corporation shall not engage in the operation of an institution of higher learning nor grant degrees. The corporation shall not engage in any act or activity permitted under Title Eight of the Education Law. The corporation shall engage in the granting of a certificate of completion or merit.

To engage in any act or activity for which corporations may be formed under the Business Corporation Law, provided that the corporation shall not engage in any act or activity which requires the consent or approval of any State official, department, board, agency or any other body.

For the accomplishment of the aforesaid purposes, and in furtherance thereof, the corporation shall have and may exercise all of the powers conferred by the Business Corporation Law upon corporations formed thereunder, subject to any limitations contained in Article 2 of said law or in accordance with the provisions of any other statute of the State of New York.

3. The office of the corporation shall be located in the County of Rensselaer.

4. The aggregate number of shares which the corporation shall be authorized to issue is 200, with no par value.

5. The Secretary of State is hereby designated as agent of

the corporation upon whom process against the corporation may be served. The Post Office address to which the Secretary of State shall mail a copy of any such process is:

c/o The corporation
557 West Sand Lake Road
Troy, New York 12180

IN WITNESS WHEREOF, the undersigned affirms under the penalties of perjury that the statements contained herein are true.

DATED: May 5, 1987

Mary Manfred
MARY MANFRED
557 West Sand Lake Road
Troy, New York 12180

NYS DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
162 Washington Avenue
Albany, NY 12231-0002

Statement of Addresses and Directors

1170642	05/1993	\$50.00
---------	---------	---------

The filing of this statement is required by section 408 of the Business Corporation Law. Please return the completed statement together with the required fee within 30 days.

MARY MANFRED - PRESIDENT
7 HICKORY LANE
AVERILL PARK NY 12018

1170842

*Returned
5/24/93*

For: MANFRED REAL ESTATE LEARNING CENTER, INC.

SEE INSTRUCTIONS ON REVERSE SIDE

State of New York
Department of State } **SS:**

I hereby certify, that the Certificate of Incorporation of MANFRED REAL ESTATE LEARNING CENTER, INC. was filed on 05/13/1987, with perpetual duration, and that a diligent examination has been made of the Corporate index for documents filed with this Department for a certificate, order, or record of a dissolution, and upon such examination, no such certificate, order or record has been found, and that so far as indicated by the records of this Department, such corporation is an existing corporation. I further certify the following:

A Biennial Statement was filed 11/18/1992.
A Biennial Statement was filed 09/22/1993.
A Biennial Statement was filed 05/12/1997.
A Biennial Statement was filed 05/19/1999.
A Biennial Statement was filed 05/16/2001.
A Biennial Statement was filed 05/02/2003.
A Biennial Statement was filed 06/29/2005.
A Biennial Statement was filed 05/09/2007.
A Biennial Statement was filed 05/05/2009.
A Biennial Statement was filed 05/25/2011.
A Biennial Statement was filed 05/13/2013.
A Certificate of Amendment was filed on 01/27/2014.
A Biennial Statement was filed 05/22/2015.
Certificate of Change was filed on 12/27/2018.
A Biennial Statement was filed 05/07/2019.
Certificate of Change was filed on 11/26/2019.
A Biennial Statement was filed 05/03/2021.

I further certify that no other documents have been filed by such corporation.



*Witness my hand and the official seal
of the Department of State at the City
of Albany, this 24th day of May
two thousand and twenty-one.*

Brendan C. Hughes

Brendan C. Hughes
Executive Deputy Secretary of State

202105250125 • TV