

P22000000579

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(Business Entity Name)

(Document Number)

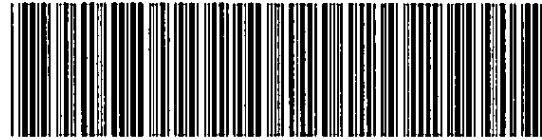
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2/25/22 PM 3:11



FLORIDA DEPARTMENT OF STATE
Division of Corporations

Rec.
2/25/22

February 17, 2022

DANIEL S. MAKOSKI
100 SOUTHGATE PARKWAY
POST OFFICE BOX 1997
MORRISTOWN, NJ 07962

SUBJECT: BAY RIDGE CONSULTING (FLORIDA) INC.
Ref. Number: P22000000579

We have received your document and check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$45.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The filing fee is \$35.00 for EACH merging entity and \$35.00 for the survivor.

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

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

Querida R Silas
Regulatory Specialist II

Letter Number: 122A00004004

PORZIO

Bromberg & Newman

MORRISTOWN, NJ • NEW YORK, NY • OCEAN CITY, NJ • PRINCETON, NJ
SAN JUAN, PR • WESTBOROUGH, MA • WILMINGTON, DE

DANIEL S. MAKOSKI
MEMBER, NJ, NY AND FL BARS
DIRECT DIAL NO.: 973-889-4047
E-MAIL ADDRESS: DSMAKOSKI@PBNLAW.COM

February 24, 2022

VIA FEDERAL EXPRESS

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

Re: Surviving Entity: Bay Ridge Consulting (Florida), ~~LLC~~ **INC.**
Document No. P22000000579

To whom it may concern:

Enclosed for filing is an Agreement of Merger between Bay Ridge Consultants, Inc., a New Jersey corporation and Bay Ridge Consulting (Florida), **INC** a Florida corporation. Also enclosed is a letter dated February 17, 2022 reflecting objections to our original filing. Finally enclosed a check in the amount of \$45.00 payable to "Florida Department of State" in satisfaction of the balance of the filing fees.

Please return all correspondence concerning this matter to my attention. Should you have any questions, please do not hesitate to contact me.

Very truly yours,



Daniel S. Makoski

DSM:/dsm
Enclosure

ATTORNEYS AT LAW

100 SOUTHGATE PARKWAY • POST OFFICE BOX 1997 • MORRISTOWN, NJ 07962-1997
TELEPHONE (973) 538-4006 • FAX (973) 538-5146 • WWW.PBNLAW.COM

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ARTICLES OF MERGER

FEB 25 PM 3: 11

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>Bay Ridge Consulting (Florida), Inc.</u>	<u>FL</u>	<u>Corporation</u>	<u>P22000000579</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>Bay Ridge Consulting (Florida), Inc.</u>	<u>FL</u>	<u>Corporation (survivor)</u>	<u>P22000000579</u>
<u>Bay Ridge Consulting, Inc.</u>	<u>NJ</u>	<u>Corporation</u>	<u></u>
<u></u>	<u></u>	<u></u>	<u></u>
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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:

- ☒ 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:

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:
Bay Ridge Consulting (Florida), Inc.	/s/ Michael Giammarino	Michael Giammarino, President
Bay Ridge Consulting, Inc.	/s/ Michael Giammarino	Michael Giammarino, 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