

P22000078239

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

(Document Number)

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2022 NOV 14 AM 8:32

ALLAHASSEE, FL 32001

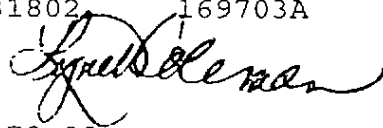
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A. RAMSEY

NOV 21 2022

\*002250, 00524, 00671

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195  
REFERENCE : 131802 169703A  
AUTHORIZATION :   
COST LIMIT : \$ 70.00

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ORDER DATE : November 14, 2022  
ORDER TIME : 2:18 PM  
ORDER NO. : 131802-015  
CUSTOMER NO: 169703A

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ARTICLES OF MERGER

DIPERNA ASSOCIATES INC.

INTO

DIPERNA ASSOCIATES INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Eyliena Baker

EXAMINER'S INITIALS: \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 17, 2022

CORPORATION SERVICE COMPANY

TALLAHASSEE, FL 32301

SUBJECT: DIPERNA ASSOCIATES INC.  
Ref. Number: P22000078239

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for DIPERNA ASSOCIATES INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

Please include a statement that 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. Also a statement that this entity exists before the merger and is a domestic filing entity. I have included our form as reference right behind this letter.

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) 245-6823.

Annette Ramsey  
OPS

Letter Number: 222A00025596

2022 NOV 18 PM 3:31

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

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CONTACT PERSON: Elyliena Baker

EXAMINER'S INITIALS: \_\_\_\_\_

*effective date 1-1-23*

FILED

2022 NOV 14 AM 8:32

**ARTICLES OF MERGER**  
**OF**  
**DIPERNA ASSOCIATES INC.,**  
a New Jersey corporation, which shall be merged,  
**AND**  
**DIPERNA ASSOCIATES INC.,**  
a Florida corporation, which shall survive,  
**INTO**  
**DIPERNA ASSOCIATES INC.,**  
a Florida corporation

Under Section 1105 of the Florida Business Corporation Act

It is hereby certified on behalf of each constituent corporation herein named, as follows:

**FIRST:** The name, jurisdiction of formation and entity type of each party to the merger is as follows:

- a. DiPerna Associates Inc., a New Jersey corporation, which will be merged with and into
- b. DiPerna Associates Inc., a Florida corporation, which will survive the merger.

**SECOND:** The Articles of Incorporation of the surviving corporation will not be amended in the merger.

**THIRD:** The plan of merger for the merger of DiPerna Associates Inc. with and into DiPerna Associates Inc. (the "Plan"), was duly approved by the shareholders of each constituent corporation as of November 9, 2022. With respect to DiPerna Associates Inc., a New Jersey corporation, the holders of one thousand (1,000) shares were entitle to vote for the Plan and the holders of one thousand (1,000) shares voted to approve the Plan and merger. No shareholders voted against the Plan. With respect to DiPerna Associates Inc., a Florida corporation, the holders of ten (10) shares were entitle to vote for the Plan and the holders of ten (10) shares voted to approve the Plan and merger. No shareholders voted against the Plan.

**FOURTH:** The merger was approved by DiPerna Associates Inc., the Florida corporation surviving the merger, in accordance with Section 607.1101(1)(b) of the Florida Statutes and by the organic law governing the other party to the merger.

**FIFTH:** DiPerna Associates Inc., the Florida corporation surviving the merger, exists before the merger and is a domestic filing entity.

**SIXTH:** The surviving corporation agrees that it may be served with process in New Jersey in any proceeding for the enforcement of any obligation of DiPerna Associates Inc., the New Jersey corporation, previously amenable to suit in New Jersey, and in any proceeding for the

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enforcement of the rights of a dissenting shareholder of any such domestic corporation against the surviving corporation. The Treasurer is hereby appointed as agent to accept service of process in any such action, suit or proceeding. The surviving corporation further agrees that it will promptly pay to the dissenting shareholders of DiPerna Associates Inc., the New Jersey corporation, the amount, if any, to which they shall be entitled under the provisions of chapter 11 of Title 14A of the New Jersey Statutes with respect to the rights of dissenting shareholders.

**SEVENTH:** This merger shall be effective on January 1, 2023 (the "Effective Date").


[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned have caused these Articles to be duly executed by the president of each of the constituent corporations as of the 18<sup>th</sup> day of November 2022.

DIPERNA ASSOCIATES INC.,  
a Florida corporation

By:   
Name: LEA DIPERNA  
Title: PRESIDENT

DIPERNA ASSOCIATES INC.,  
a New Jersey corporation

By:   
Name: LEA DIPERNA  
Title: PRESIDENT