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Division of Corporations

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MERGER OR SHARE EXCHANGE
PLEASANT VALLEY ESTATES, INC.

Certificate of Status	1
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Page Count	07
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Help

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ARTICLES OF MERGER OF
Pleasant Valley Estates, Inc., a Massachusetts corporation
(hereinafter "Merging corporation")
WITH AND INTO
Pleasant Valley Estates, Inc., a Florida corporation
(hereinafter "Surviving corporation")

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Section 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and Document Number of the Surviving Corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number:</u> <u>(If known/applicable)</u>
Pleasant Valley Estates, Inc. 8826 Spinner Cove Lane Naples, Florida 34120	Florida	P23000023377

SECOND: The exact name, street address of its principal office, jurisdiction, and Document Number of the Merging Corporation is:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number:</u> <u>(If known/applicable)</u>
Pleasant Valley Estates, Inc. 8826 Spinner Cove Lane Naples, Florida 34120	Massachusetts	043184829

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The merger shall become effective on April 28, 2023 (the "Effective Date").

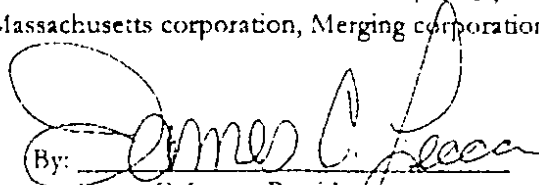
FIFTH: The Plan of Merger was adopted by the shareholders of the Surviving corporation by written consent on the 17th day of April 2023.

SIXTH: The Plan of Merger was adopted by the shareholders of the Merging corporation by written consent on the 17th day of April 2023.

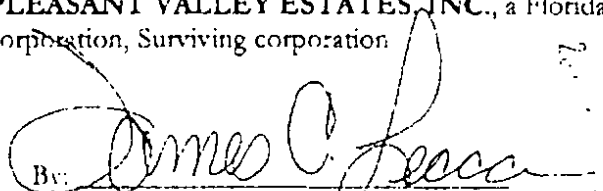
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SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

PLEASANT VALLEY ESTATES, INC., a
Massachusetts corporation, Merging corporation

By: 
James C. Lecca, President

PLEASANT VALLEY ESTATES, INC., a Florida
corporation, Surviving corporation

By: 
James C. Lecca, President

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((H23000144622 3)))

EXHIBIT A

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**PLAN MERGER OF
PLEASANT VALLEY ESTATES, INC., a Massachusetts corporation
WITH AND INTO
PLEASANT VALLEY ESTATES, INC., a Florida corporation**

THIS PLAN OF MERGER ("Plan") dated April 17, 2023, between PLEASANT VALLEY ESTATES, INC., a Florida corporation, (the "Surviving Entity"), and PLEASANT VALLEY ESTATES, INC., a Massachusetts corporation, (the "Merging Entity"), is submitted in compliance with Florida Statutes §§607.1101 – 607.1107 and under the Commonwealth of Massachusetts General Laws Chapter 156D, Section 11.02; 950 CMR 113.37.

WHEREAS, the Articles of Incorporation of Surviving Entity were filed in the office of the Secretary of State of Florida on March 29, 2023;

WHEREAS, the Articles of Incorporation of Merging Entity were filed in the office of the Secretary of The Commonwealth of Massachusetts on March 23, 1993;

WHEREAS, the Shareholders and Directors of Surviving Entity and the Shareholders and Directors of Merging Entity have authorized the merger of Merging Entity with and into Surviving Entity pursuant to the Plan set forth herein, in the manner prescribed by applicable Florida and Massachusetts law;

NOW THEREFORE, the merger of Merging Entity into Surviving Entity shall be accomplished as follows:

ARTICLE I

Merger

Effective as of April 28, 2023 (the "Effective Date"), Merging Entity shall be merged with and into Surviving Entity and the separate existence of Merging Entity shall cease.

ARTICLE II

Articles of Incorporation, Bylaws and Name

The Articles of Incorporation and Bylaws of Surviving Entity shall remain in effect and unchanged as a result of this merger. The name of the Surviving Entity shall be "PLEASANT VALLEY ESTATES, INC."

ARTICLE III

Manner of Converting Shares

3.1. Each share of Merging Entity Common Stock outstanding at the Effective Date shall be converted into one (1) fully paid and nonassessable share of the Surviving Entity without any action on the part of the holder thereof. After the Effective Date, each holder of an outstanding certificate or certificates which, prior thereto, represented shares of the Merging Entity Common Stock shall be entitled, upon surrender thereof to receive in exchange therefor a certificate or certificates representing the number of whole shares of the Surviving Entity Common Stock into or

(((H23000144622 3)))

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for which his or her shares have been converted or exchanged; provided, however, that no fractional shares of the Surviving Entity Common Stock shall be issued pursuant to the merger and the aggregate number of shares of the Surviving Entity Common Stock to be issued pursuant to the merger shall be determined by rounding any fractional share to which any Stockholder of the Merging Entity may otherwise be entitled to the nearest whole share. Until surrendered, each outstanding certificate which, prior to the Effective Date represented shares of the Merging Entity Common Stock shall for all purposes evidence the ownership of the shares of the Surviving Entity Common Stock into or for which such shares have been so converted or exchanged.

3.2. All shares of Common Stock into which shares of the Merging Entity Common Stock shall have been converted pursuant to this Article III shall be issued in full satisfaction of all rights pertaining to such converted shares.

3.3. Each unit of the Surviving Entity Common Stock issued and outstanding on the Effective Date and all rights in respect thereof, shall, by virtue of the merger and without any action on the part of the holder, remain outstanding as one unit.

3.4. Any and all shares of Merging Entity Common Stock, by virtue of the merger and without further action on the part of the holders, shall upon the Effective Date of the merger, be deemed cancelled and extinguished and shall cease to exist.

3.5. The transfer books of Merging Entity shall be closed as of the close of business on the Effective Date and no transfer of record of any of the shares of capital stock of Merging Corporation shall take place thereafter.

3.6. Any rights (if any) to acquire interests, shares, obligations or other securities of Merging Entity as of the Effective Date, by virtue of the merger and without any action by any party or holder, shall be deemed terminated.

ARTICLE IV

Other Terms and Conditions

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

4.1. The Articles of Incorporation and the Bylaws of Surviving Entity shall remain in effect and unchanged as a result of this merger.

4.2. The directors of Surviving Entity on the Effective Date shall remain as the directors of Surviving Entity after the merger.

4.3. Surviving Entity shall pay all expenses incident to this merger.

4.4. Upon the Effective Date, the separate existence of Merging Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Merging Entity, without the necessity for any separate transfer. Title to all property, whether real, personal and mixed, tangible and intangible, and all debts due to Merging Entity shall be vested in Surviving Entity, and the title to any real estate,

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whether by deed or otherwise, vested in Merging Entity shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of Merging Entity shall be preserved unimpaired.

4.5. Following the merger, Surviving Entity shall cause a copy of the Articles of Merger and Plan of Merger, and such other documents as the directors of the Surviving Entity shall decide, to be filed in the office of the official who is the recording officer of each County in the State of Florida, each County in the State of South Carolina, and each County in the Commonwealth of Massachusetts in which real property, if any, of Merging Entity is situated.

4.6. If, at any time, Surviving Entity shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Entity, according to the terms hereof, the title to any property or rights of Merging Entity, the proper shareholders, directors, officers and/or agents of Merging Entity shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Entity, and otherwise to carry out the purposes of this Plan.

ARTICLE V

Directors

The name and the address of the directors of the Surviving Entity are: James C. Lecca, 8826 Spinner Cove Lane, Naples, Florida 34120 and Diane Bernashe-Lecca, 8826 Spinner Cove Lane, Naples, Florida 34120.

ARTICLE V

Tax Consequences

Immediately prior to the Merger, the Merging Entity shall have a valid election to be classified as an association, taxable as a small business corporation, under the Internal Revenue Code of 1986, as amended (the "Code").

The merger is intended to qualify as a tax-free reorganization under section 368(a)(1)(F) of the Code, which provides that a reorganization includes a mere change in identity, form, or place of organization of one corporation, however effected. After the Merger, the Surviving Entity shall use the employer identification number issued to the Merging Entity and the Surviving Entity shall be a small business corporation without having to file a new election. See Rev. Rul. 73-526 and Rev. Rul. 64-250.

No gain or loss shall be recognized by the Corporation pursuant to Section 361 of the Code or to the Shareholders pursuant to Section 354 of the Code. The parties hereto shall file the information required by Treasury Regulation § 1.368-3 with their federal income tax returns. The Merged Entity, the Surviving Entity and each Shareholder, thereof, agree to report the federal income tax consequences in a manner consistent with such intended federal income tax treatment.

ARTICLE VI

Approval of Merger

The parties do hereby acknowledge and confirm as follows:

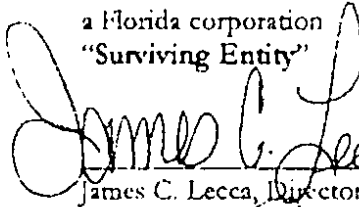
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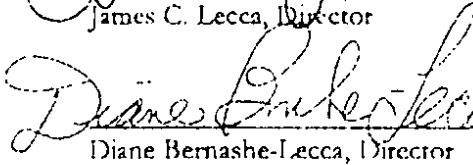
6.1. In accordance with the Commonwealth of Massachusetts General Laws Chapter 156D, Section 11.02; 950 CMR 113.37, this Plan has been duly adopted and approved by written consent dated April 17, 2023, by all of the shareholders and all of the directors of Merging Entity, and the undersigned directors of Merging Entity have been authorized and directed to execute same.

6.2. In accordance with §§607.1101 and 607.1103 of the Florida Statutes, this Plan has been duly adopted and approved by written consent dated April 17, 2023, by all of the directors and all of the shareholders of Surviving Entity, and the undersigned directors of Surviving Entity have been authorized and directed to execute same.

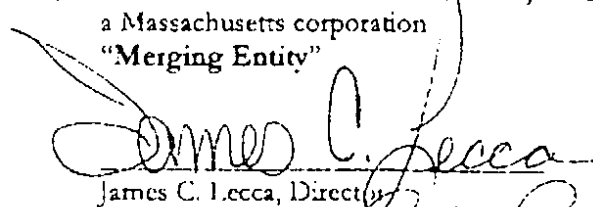
The parties have caused this Plan to be executed by their duly authorized directors as of the day and year first above written.

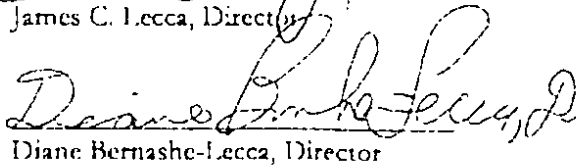
PLEASANT VALLEY ESTATES, INC.,
a Florida corporation
"Surviving Entity"


James C. Lecca, Director


Diane Bernashe-Lecca, Director

PLEASANT VALLEY ESTATES, INC.
a Massachusetts corporation
"Merging Entity"


James C. Lecca, Director


Diane Bernashe-Lecca, Director