

P94000027839

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

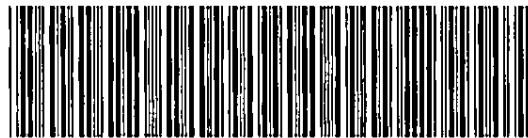
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



400306895394

12/22/17--01021--010 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 JAN 23 AM 11:58

Morgan

JAN 25 2018

D CUSHING

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Sater Design Collection, Inc.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Debra S. Sater

Contact Person

Sater Collection Design, Inc.

Firm/Company

25241 Elementary Way, Suite 102

Address

Bonita Springs, FL 34135

City/State and Zip Code

debbie.sater@satergroup.com

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

For further information concerning this matter, please call:

Debra S. Sater

Name of Contact Person

At (239)

495-2106

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 JAN 23 AM 11:58



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 27, 2017

DEBRA S. SATER
SATER COLLECTION DESIGN, INC.
25241 ELEMENTARY WAY, SUITE 102
BONITA SPRINGS, FL 3413

SUBJECT: SATER DESIGN COLLECTION, INC.
Ref. Number: P94000027839

We have received your document for SATER DESIGN COLLECTION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger should include the manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property.

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.

Diane Cushing
Senior Section Administrator

Letter Number: 717A00026180

RECEIVED
18 JUN 23 PM 2:22
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

(Profit Corporations)

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** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sater Design Collection, Inc.	Lee County, Florida	P94000027839

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Sater Group, Inc.	Lee County, Florida	K05672

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
18 JAN 23 AM 11:52

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR 12 / 31 / 2017 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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.

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 12/15/2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/15/2017.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

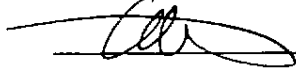
Typed or Printed Name of Individual & Title

Sater Design Collection, Inc.



Dan F. Sater II, President

The Sater Group, Inc.



Dan F. Sater II, President

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Sater Design Collection, Inc.

Jurisdiction

Lee County, Florida

Second: The name and jurisdiction of each merging corporation:

Name

The Sater Group, Inc.

Jurisdiction

Lee County, Florida

Third: The terms and conditions of the merger are as follows:

All Assets, Liabilities, and Equity of The Sater Group, Inc. will be merged into Sater Design Collection, Inc. as of 12/31/2017.

Fourth:

Shareholders' will be given one share of the surviving corporation stock for each share of the merging corporations stock owned (one for one exchange). These shares will be newly issued from the surviving corporation as of 1/1/2018.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

Sater Design Collections, Inc.

Minutes of a Meeting of the Shareholders of Sater Design Collections, Inc.

December 15, 2017

A meeting of the shareholders of Sater Design Collections, Inc., a Florida corporation, was held on December 15, 2017 5:00 p.m. Eastern Daylight time at the offices of the company

Shareholders Present:

Dan F. Sater, II

Debra Sater

Call to Order

Dan F Sater, II called the meeting to order at 5:02 p.m. Eastern Daylight Time and Debra Sater recorded the minutes. All outstanding shareholders were present, and the meeting, having been duly convened, was ready to proceed with business.

Merger of Sater Group, Inc. into Sater Design Collections, Inc.

Dan F. Sater, II reviewed the agenda and welcomed everyone to the meeting. Dan F. Sater, II discussed the merger of Sater Group, Inc. into Sater Design Collections, Inc. A number of questions were asked and extensive discussion ensued. The merger of the two companies was put to a vote. The merger was unanimously approved.

Adjournment

There being no further business to come before the meeting, the meeting was adjourned at 5:05 Eastern Daylight Time.

Respectfully submitted,



Sater Group, Inc.

Minutes of a Meeting of the Shareholders of Sater Group, Inc.

December 15, 2017

A meeting of the shareholders of Sater Design Collections, Inc., a Florida corporation, was held on December 15, 2017 5:00 p.m. Eastern Daylight time at the offices of the company

Shareholders Present:

Dan F. Sater, II

Debra Sater

Call to Order

Dan F Sater, II called the meeting to order at 5:05 p.m. Eastern Daylight Time and Debra Sater recorded the minutes. All outstanding shareholders were present, and the meeting, having been duly convened, was ready to proceed with business.

Merger of Sater Group, Inc. into Sater Design Collections, Inc.

Dan F. Sater, II reviewed the agenda and welcomed everyone to the meeting. Dan F. Sater, II discussed the merger of Sater Group, Inc. into Sater Design Collections, Inc. A number of questions were asked and extensive discussion ensued. The merger of the two companies was put to a vote. The merger was unanimously approved.

Adjournment

There being no further business to come before the meeting, the meeting was adjourned at 5:10 Eastern Daylight Time.

Respectfully submitted,

