

P98000090251

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

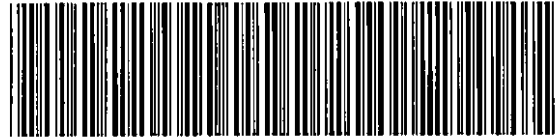
(Business Entity Name)

(Document Number)

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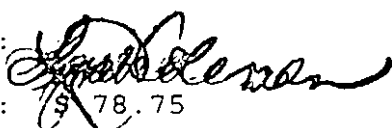
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2018 JUL -3 PM 10:55

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DIVISION OF CORPORATION
2018 JUL -3 PM 10:09

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

ACCOUNT NO. : I20000000195
REFERENCE : 285223 4320744
AUTHORIZATION : 
COST LIMIT : \$ 78.75

ORDER DATE : July 3, 2018
ORDER TIME : 9:0 AM
ORDER NO. : 285223-010
CUSTOMER NO: 4320744

ARTICLES OF MERGER

SORUM INC.

INTO

SORUM PROPERTIES CORP.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Emily Croft

EXAMINER'S INITIALS: _____

COVER LETTER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

2010 JUL -3 PM 4:40

TO: Amendment Section
Division of Corporations

SUBJECT: Sorum Properties Corp.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Eliezer Klein, Esq.

Contact Person

Loeb Block & Partners LLP

Firm/Company

505 Park Avenue, 8th Floor

Address

New York, New York 10022

City/State and Zip Code

eklein@loebblock.com

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

For further information concerning this matter, please call:

Eliezer Klein

Name of Contact Person

At (212) 755-5510

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

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.

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 SECRETARY OF STATE
 DIVISION OF CORPORATIONS
 2018 JUL -3 PM 4:49

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sorum Properties Corp.	Florida	P98000090251

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Sorum Inc.	Delaware	6782563
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 _____ / _____ / _____ (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 March 6, 2018.

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 March 6, 2018.

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)

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:

<u>Name</u>	<u>Jurisdiction</u>
Sorum Properties Corp.	Florida
_____	_____

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
Sorum Inc.	Delaware
_____	_____
_____	_____
_____	_____
_____	_____

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

Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the Florida Business Corporation Act, the merging corporation shall be merged with and into the Florida corporation as of the effective time of the merger (the "Effective Time"). Following the Effective Time, the separate corporate existence of the merging corporation shall cease and the Florida corporation shall be the surviving corporation. The bylaws of the Florida corporation then in effect at the Effective Time shall be the bylaws of the surviving corporation until thereafter amended and the articles of incorporation of the Florida corporation then in effect at the Effective time shall be the articles of incorporation of the surviving corporation until thereafter amended. The directors of the Florida corporation immediately prior to the Effective Time shall be directors of the surviving corporation from and after the Effective Time, until removed or replaced.

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:

At the Effective Time, by virtue of the merger, each common share that is owned by the surviving corporation or the merging corporation will automatically be canceled and retired and will cease to exist. Each share of the surviving corporation issued and outstanding immediately prior to the Effective Time shall remain outstanding following the consummation of the merger.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: