

V15353

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*Merger*  
NOV 04 2013  
R. WHITE

FILED  
13 OCT 29 PM 2:25  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**RICHARD A. BANDISH, CPA, ESQ.**  
**1015 SPANISH RIVER ROAD, SUITE 210**  
**BOCA RATON, FL 33432**  
**(561) 376-7664**  
**[rbandish@jia.us.com](mailto:rbandish@jia.us.com)**

October 24, 2013

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

Re: Articles of Merger – Profit Corporations  
Surviving Corporation: North Star Stone, Inc.  
Merging Corporation: North Star Leasing, Inc.

Dear Amendment Section:

Enclosed with this letter please find the following two (2) documents:

- 1) The Articles of Merger for North Star Stone, Inc., the surviving corporation, and North Star Leasing, Inc., the merging corporation; and
- 2) The required Cover Letter associated with the above referenced Articles of Merger.

Also enclosed with this letter please find a check in the amount of \$70.00 to cover the associated filing fees.

If you have any questions, please feel free to contact me directly.

Sincerely,

  
Richard A. Bandish, CPA, Esq.

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** North Star Stone, 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:

Ann Lavelle Powell, Esquire  
Contact Person

North Star Stone, Inc.  
Firm/Company

415 Wyoming Avenue  
Address

Scranton, PA 18503  
City/State and Zip Code

apowell@corp-law.net  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ann Lavelle Powell At ( 570 ) 963-8880  
Name of Contact Person 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)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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)
<u>North Star Stone, Inc.</u>	<u>Pennsylvania</u>	<u>4209904</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>North Star Leasing, Inc.</u>	<u>Florida</u>	<u>V15353</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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.)

**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 September 30, 2013.

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 September 30, 2013

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)

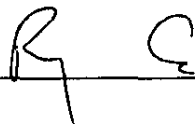
**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or  
Director

Typed or Printed Name of Individual & Title

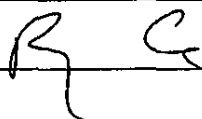
North Star Leasing, Inc.



Randy Cole

President

North Star Stone, Inc.



Randy Cole

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

Jurisdiction

North Star Stone, Inc.

Pennsylvania

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

Name

Jurisdiction

North Star Leasing, Inc.

Florida

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

The surviving corporation will own all the assets of the merging corporation, and will assume the liabilities of the merging corporation.

in

**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: The holders of shares in North Star Leasing, Inc. shall surrender their shares to the Secretary of North Star Stone, Inc. the surviving corporation, in exchange for shares of North Star Stone, Inc., the surviving corporation.

(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: