### ASSIGNMENT SHYLAS WEIGHT WATCHERS DELIGHT, INC.

For good and valuable consideration, Andrew Abraham and Albie Abraham do hereby agree to sell, transfer and Assign all of their right, title and interest of all their issued and outstanding ownership interest represented by stock certificates in Shylas Weight Watchers Delight Inc. (SWW) as follows:

50% to Albie Abraham and 50% to Lisa Abraham. All of the stock holders of SWW resolve and agree that Abraham Vaccachan is hereby appointed as the Manager, President, and Chief Operating Officer of SWW and he as the authorized Agent of SWW, shall have the full power and authority to manage all the day to day duties, operations and business of SWW. In the event of the total disability, incapacity or demise of Abraham Vaccachan, Shirley Abraham shall have all of the duties and responsibilities that Abraham Vaccachan has.

Shirley Vaccachan, wife of Abraham Vaccachan, hereby waives, renounces and disclaims any and all ownership interest whatsoever in SWW. Furthermore she agrees to continue to perform all her duties as Caterer, chief chef and Manager of SWW's lounge, kitchen and restaurant performed heretofore.

As a result of this Assignment the sole Shareholders and ownership interest of SWW shall be as follows: Lisa Abraham - 50% and Albie Abraham - 50%.

Agreed, Consented and Accepted by:	
Abraham Vaccachan Abrem Vacce	Date 2/7//8
Shirley Abraham & Shirley Broaham	Date 02/07/18
Andrew Abraham	Date 2/7/18
Albie Abraham Allie Almilla	Date 2/7//8
Lisa Abraham	Date 0/7/18

ACKNOWLEDGEMENT TAKEN IN NEW YORK STATE, CITY OF NEW ROCHELLE;

On the day of February, 2018, before me personally appeared and known to me to be the individuals whose names are subscribed to the within instrument and acknowledged to me that they executed the same by their signatures on the within Instrument.

Notary Public Sunday Med

PHILIP BLUMENFELD Notary Public State of New York No. 02BL5358120 Qualified in Westchester County Commission Express Secrets 30, 201

#### Notice date: 3/11/2013

#### Approval of Election to be Treated as a New York S Corporation

Taxpayer ID: 03-0571712

S effective date: 1/1/2013



13024101421400-AC0C

SHYLAS WEIGHT WATCHERS DELIGHT, INC. 23 S DIVISION ST NEW ROCHELLE NY 10805-2807

We have approved your election to be treated as a New York S corporation, effective for tax years beginning on or after 1/1/2013. This election will remain in effect for all subsequent years until revoked or terminated.

If the effective date is for a period later than the one you requested, you did not make the election on time. Therefore, we assigned the next applicable period. If you have a federal election for a period earlier than the one assigned, please resubmit Form CT-6, *Election by a Federal S Corporation to be Treated As a New York S Corporation,* with a copy of the federal S election approval letter to the CORPORATION TAX REGISTRATION UNIT, W A HARRIMAN CAMPUS, ALBANY NY 12227.

If your federal S election is pending, this New York State approval is tentative until the Internal Revenue Service (IRS) approves the federal election. If the IRS denies your federal S election, your New York State approval is revoked and your corporation must file regular New York State corporation franchise tax returns.

**Note:** All information in this statement is subject to review and adjustment by the Audit Division, who determines whether the corporation meets the legal requirements for filing as a New York S corporation.

Filing requirements for S corporations – A New York S corporation must file its franchise tax return annually and pay its tax within 2½ months after the end of the corporation's tax year. General business S corporations must file Form CT-3-S, New York S Corporation Franchise Tax Return. Bank S corporations must file Form CT-32-S, New York Bank S Corporation Franchise Tax Return.

Individual shareholders must file either

Form IT-201, Resident Income Tax Return, or

Form IT-203, Nonresident and Part-Year Resident Income Tax Return.

**Penalties and interest** – We will assess penalties if you fail to file a tax return, or fail to file or pay tax on time, or fail to provide shareholder information on time, or if you understate the tax. We will also assess interest if you fail to pay on time.

Whenever the shareholder composition of the S corporation changes, either in the number of shareholders included **or** by specific individuals included, you must complete and file a new Form CT-6, *Election by a Federal S Corporation to be Treated As a New York S Corporation*.

For more information, call (518) 485-6027. When you call, have your taxpayer identification number and the notice code available as follows:

Taxpayer ID: 030571712 Notice code: 20005

#### Need help?



Visit our Web site at www.tax.ny.gov

- · get information and manage your taxes online
- · check for new online services and features



**Text Telephone (TTY) Hotline** (for persons with hearing and speech disabilities using a TTY):

(518) 485-5082

Notice code: 20005

TR-37 (6/11) 1DA2 - 0580821 P0000225 - 01

# CORPORATE RESOLUTION SHYLAS WEIGHT WATCHERS DELIGHT, INC.

The undersigned, being the President and Secretary of Shylas Weight Watchers Delight, Inc., (the "Corporation") a corporation organized and existing under the laws of the State of New York, does hereby state that at a meeting of the Board of Directors of the within Corporation held on January 29, 2015 it was:

RESOLVED, that Andrew Abraham the owner of 100% of the issued and outstanding stock of the corporation shall hereby be authorized to transfer and assign 50% of said shares of stock to Albie Abraham who shall thereafter be a 50% owner of the outstanding stock of the corporation.

RESOLVED, any and all actions heretofore or hereafter taken by any such officer or officers within the terms of the foregoing resolution is hereby ratified and confirmed as the acts and deeds of the Corporation.

Dated: 2/13/15

Andrew Abraham, Secretary

### CORPORATE RESOLUTION SHYLAS WEIGHT WATCHERS DELIGHT, INC.

The undersigned, being a Director, President and Secretary of Shylas Weight Watchers Delight, Inc., a New York corporation (the "Corporation") hereby certifies that:

- 1. The Corporation is a duly formed, validly existing corporation in good standing under the laws of the State of New York.
- 2. At a meeting of the Board of Directors of the above mentioned corporation, duly called and held this day at which a quorum was presented and acted throughout, the Board of Directors unanimously adopted the following resolution, which has not been modified or rescinded.

**RESOLVED**, that the Corporation approve the purchase (the "Purchase") of that certain property located at 15 Leroy Place, New Rochelle, NY 10801 (the "Property") from Westchester Community Services, Inc. (the "Seller") to the Corporation pursuant to that certain contract of sale dated January 5, 2015 between the Seller and the Corporation; and

FURTHER RESOLVED, that the Corporation approves the loan (the "Loan") to finance the Purchase from Philip Blumenfeld and Stanley Loeb. (the "Lenders") to the Corporation in an amount of \$350,000.00 or any other amount that Andrew Abraham, as President deems appropriate and further approves the execution and delivery of the promissory note and mortgage of the Corporation in favor of Lenders in the amount of the Loan, secured by a mortgage on the Property known as 15 Leroy Place, New Rochelle, NY 10801, from the Corporation to Lender and any other loan documents required by Lender, together with a mortgage on a parcel of property owned by the corporation known as at One Leroy Place a/k/a 23 South Division, New Rochelle, NY 10801 in connection with the Loan (collectively, the "Loan Documents"); and

FURTHER RESOLVED, that Andrew Abraham, as President and Secretary of the Corporation, is and continues to be authorized to execute and deliver the Loan Documents with such modifications and additional provisions as he may deem advisable, and any and all other documents and instruments required by The Judicial Title Insurance Agency, LLC (the "Title Corporation") or by Lender in connection with the Purchase and the Loan, all of which documents and instruments executed and delivered as aforesaid constitute the acts and obligations of the Corporation, the Corporation hereby ratifying and confirming the acts of its officer(s), Director or other agent(s) executing and delivering all of such documents and instruments, irrespective of whether such acts were performed prior or subsequent to the date of the adoption hereof, and directing the officers and employees of the Corporation to perform all of the Corporation's obligations and undertakings under each and all such document and instrument; and

**FURTHER RESOLVED** that these resolutions shall continue in full force and effect and may be relied upon by Lender and by Title Corporation until receipt of written notice of any change thereof.

IN WITNESS WHEREOF, the undersigned hereunto set his hand this 2/13 day of February 2015.

Shylas Weight Watchers Delight, Inc.

By: Andrew Abraham, Secretary

### One Commerce Plaza, 99 Washington Ave,

# Certificate of Assumed Name Pursuant to General Business Law, §130

Albany, NY 12231-0001 www.dos.state.ny.us

1. NAME OF ENT	TITY							
SHYLAS WE	EIGHT WATCH	HERS DELIGHT	. INC.					
			name the entity agreed t	o use in New York Sta	te is:			
NEW YORK LA	AW FORMED OR AU	THORIZED UNDER (	CHECK ONE):					
X	⊠ Business Corporation Law			Limited Liability Company Law				
Education Law			☐ Not-for-Profit Corporation Law					
☐ Insurance Law				Revised Limited Partnership Act				
	Other (specify law):							
ASSUMED NA		-				•		
HIRLEYS				2				
PRINCIPAL PL	ACE OF BUSINESS	IN NEW YORK STAT	E (MUST BE NUMBER	AND STREET. IF NO	NE, INSERT OUT-OF	-STATE ADDRESS)		
LEBOYE	105							
LEROY PL	.ACE ELLE, NY 108	05 *						
LWINOOH	LLLL, IVI 100	00						
COUNTIES IN		MLL BE CONDUCTED  (if not, circle cou	OUNDER ASSUMED N Inty[ies] below)	AME				
lbany	Clinton	Genesee	Monroe	Orleans	Saratoga	Tompkins		
legany onx	Columbia Cortland	Greene Hamilton	Montgomery Nassau	Oswego	Schenectady	Ulster		
roome	Delaware	Herkimer	New York	Otsego Putnam	Schoharie Schuyler	Warren Washington		
attaraugus	Dutchess	Jefferson	Niagara	Queens	Seneca	Wayne		
ayuga	Erie	Kings	Oneida	Rensselaer	Steuben	Westchester		
hautauqua	Essex	Lewis	Onondaga	Richmond	Suffolk	Wyoming		
hemung	Franklin	Livingston	Ontario	Rockland	Sullivan	Yates		
nenango	Fulton	Madison	Orange	St. Lawrence	Tioga			
S. INSERT THE A	DDRESS OF EACH	LOCATION WHERE E	BUSINESS WILL BE CA	RRIED ON OR TRANS	SACTED UNDER TH	lease note that th		
address(es) ref	lected in paragraph 6	must be within the co	unty(ies) circled in para	graph 5. If the entity do	es not have a specif	ic location where it v		
	Y PLACE	a name please check	the statement below.)					
	OCHELLE, NY	10805						
	3. 1222, 141	. 5000						
No N	new York State I	Business Location	1					

NSTRUCTIONS FOR SIGNATURE: If corporation, by an officer; if limited partnership, by a general partner; if limited liability company, by a member or manager or by an authorized person or attorney-in-fact for such corporation, limited partnership, or limited liability company. If the certificate is signed by an attorney-in-fact, include the name and title of the person for whom the attorney-in-fact is acting. (Example, John Smith, attorney-in-fact for Robert Johnson, president.)

ABRAHAM P. THOMAS ATTORNEY - IN-FACT FOR TOSE MALAICKAL, PRESIDENT Name of Signer

Signature

ATTORNEY-IN-FACT

Title of Signer

## CERTIFICATE OF ASSUMED NAME OF

SHYLAS WEIGHT WATCHERS DELIGHT, INC.

(Insert Entity Name)

Pursuant to §130, General Business Law

Filed by: ABRAHAM P THOMAS

(Name)

151 SOUTH MAIN STREET, SUITE 303

(Mailing address)

NEW CITY, NY 10956

(City, State and Zip code)

NOTE: This form was prepared by the New York State Department of State. You are not required to use this form. You may draft your own form or use forms available at legal stationery stores. The Department of State recommends that all documents be prepared under the guidance of an attorney. The certificate must be submitted with a \$25 fee. The Department of State also collects the following, additional, county clerk fees for each county in which a **corporation** does or transacts business: \$100 for each county within New York City (Bronx, Kings, New York, Queens and Richmond) and \$25 for each county outside New York City. All checks over \$500 must be certified.

(For office use only)

N. Y. S. DEPARTMENT OF STATE DIVISION OF CORPORATIONS AND STATE RECORDS

ALBANY, NY 12231-0001

FILING RECEIPT

ENTITY NAME: SHYLAS WEIGHT WATCHERS DELIGHT, INC.

DOCUMENT TYPE: INCORPORATION (DOM. BUSINESS)

COUNTY: WEST

SERVICE COMPANY: SERVICO

SERVICE CODE: 35 \*

FILED: 10/06/2005 DONATION.TERRETORE CHEM, 05100000010.

ADDRESS FOR PROCESS

EXIST DATE

THE CORPORATION

10/06/2005

DOS-1025 (11/89)

ONE LEROY PLACE
NEW ROCHELLE, NY 10801

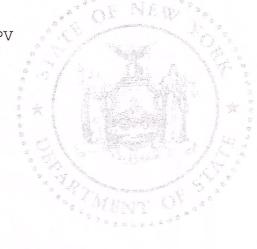
REGISTERED AGENT

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STOCK:

11368

200 NPV



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FILER	FEES	160.00	PAYMENTS	160.
	FILING	125.00	CASH	0.
	TAX	10.00	CHECK	0.
SERVICO INC.	CERT	0.00	CHARGE	0.
P.O. BOX 871	COPIES	0.00	DRAWDOWN	160.
	HANDLING	25.00	OPAL	0.
ALBANY, NY 12201			REFUND	0.
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