

K 80929

(Requestor's Name)

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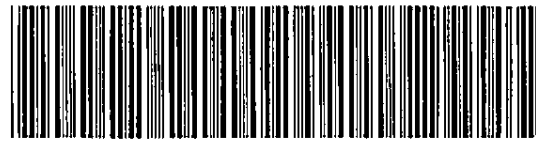
(Business Entity Name)

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2017 DEC 28 PM 1:50

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1 ALBRITTON

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Inter Contax Corporation, a Nevada Corporation  
\_\_\_\_\_  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Lucius Smejda

\_\_\_\_\_  
Contact Person

LEX International Law Firm P.A.

\_\_\_\_\_  
Firm/Company

100 SE 2nd Street 2222

\_\_\_\_\_  
Address

Miami, FL 33131

\_\_\_\_\_  
City/State and Zip Code

lexlusa@aol.com

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

For further information concerning this matter, please call:

Lucius Smejda

\_\_\_\_\_  
Name of Contact Person

At ( 305 ) 3589990

\_\_\_\_\_  
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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 19, 2017

LUCIUS SMEJDA  
LEX INTERNATIONAL LAW FIRM PA  
100 SE 2ND STREET - STE. 2222  
MIAMI, FL 33131

SUBJECT: FEDERAL HOUSING CORPORATION  
Ref. Number: K80929

We have received your document for FEDERAL HOUSING CORPORATION 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 current name of the entity is as referenced above. Please correct your document accordingly.

The name of the entity must be identical throughout the document.

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.

Irene Albritton  
Regulatory Specialist II

Letter Number: 417A00025627

RECEIVED  
DIVISION OF CORPORATIONS  
FLORIDA  
17 DEC 28 PM 3:09

# **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><br>(If known/ applicable) |
|--------------------------|---------------------|--|
| Inter Contax Corporation | Nevada              | C23112-2000                                      |

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

| <u>Name</u>                 | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|-----------------------------|---------------------|--|
| Federal Housing Corporation | Florida             | K80929   |
|                             |                     |  |
|                             |                     |  |
|                             |                     |  |
|                             |                     |  |

**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 / 15 / 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 12/12/2017.

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 12/10/2017.

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)*

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CLERK OF THE  
DEPARTMENT OF  
STATE  
TALLAHASSEE  
FLORIDA

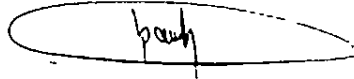
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director

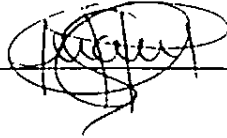
Typed or Printed Name of Individual & Title

Inter Contax Corporation



A. Nuh, Vice-President

Federal Housing Corporation



J. Constante, President

**AGREEMENT AND PLAN OF MERGER OF  
FEDERAL HOUSING CORPORATION (FLORIDA) WITH AND INTO  
INTER CONTAX CORPORATION (NEVADA)**

**THIS AGREEMENT AND PLAN OF MERGER** is made and entered into on December 15, 2017 by and between Federal Housing Corporation, a corporation organized and existing under the laws of the State of Florida (hereinafter sometimes referred to as the "Merging Corporation") and Inter Contax Corporation, a corporation organized and existing under the laws of the State of Nevada, (hereinafter sometimes referred to as the "Surviving Corporation"), said two corporations being hereinafter sometimes referred to collectively as the "Constituent Corporations";

**WHEREAS**, the Board of Directors and Shareholders of each of the Constituent Corporations deem it advisable and in the best interests of the Constituent Corporations that Federal Housing Corporation be merged with and into Inter Contax Corporation, with Inter Contax Corporation being the Surviving Corporation, under and pursuant to the laws of the States of Florida and the State of Nevada and on the terms and conditions set forth herein;

NOW THEREFORE, the parties hereto agree as follows:

**ARTICLE I - MERGER**

- 1.1 FEDERAL HOUSING CORPORATION shall be merged with and into Inter Contax Corporation in accordance with the laws of the State of Nevada and Florida. The separate corporate existence of FEDERAL HOUSING CORPORATION shall thereby cease, and Inter Contax Corporation shall be the Surviving Corporation.
- 1.2 The name which the Surviving Corporation is to have after the merger shall be "Inter Contax Corporation".
- 1.3 On the Effective Time (as defined in Section 2.1 below), the separate existence of the Merging Corporation shall cease. Except as herein otherwise specifically set forth, from and after the Effective Time, the Surviving Corporation shall possess all of the rights, privileges, immunities and franchises, to the extent consistent with its Articles of Incorporation, of the Constituent Corporations. All the rights, privileges, powers and franchises of the Merging Corporation, of a public as well as of a private nature, and all property, real, personal and mixed of the Merging Corporation, and all debts due on whatever account to it, including all choses in action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the Surviving Corporation without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of the Merging Corporation shall be thereafter as effectually the property of the Surviving Corporation as they were of the Merging Corporation.

- 1.4 From and after the Effective Time, the Surviving Corporation shall be subject to all the duties and liabilities of a corporation organized under the Nevada Statutes and shall be liable and responsible for all the liabilities and obligations of the Constituent Corporations. The rights of the creditors of the Constituent Corporations, or of any person dealing with such corporations, or any liens upon the property of such corporations, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such corporations may be prosecuted to judgment as if this merger had not taken place, or the Surviving Corporation may be proceeded against or substituted in place of the Merging Corporation. Except as otherwise specifically provided to the contrary herein, the identity, existence, purposes, powers, franchises, rights immunities and liabilities of the Surviving Corporation shall continue unaffected and unimpaired by the merger.

## **ARTICLE II - TERMS AND CONDITIONS OF THE MERGER**

The terms and conditions of the merger shall be as follows:

- 2.1 The merger shall become effective at 11:59 p.m., on December 15, 2017, pursuant to 2013 Nevada Revised Statutes Chapter 92A - Mergers, Conversions, Exchanges and Domestications. The time and date of such effectiveness is referred to in this Agreement as the "Effective Time."
- 2.2 The Constituent Corporations shall expeditiously take all such actions as may be deemed necessary or appropriate by Lex International Law Firm P.A. (attorneys of the Constituent Corporations) in order to effect the merger. If at any time after the Effective Time, the Surviving Corporation shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or confirm to, the Surviving Corporation full title to all of the property, assets, rights, privileges and franchises of the Constituent Corporations, or either of them, the officers and directors of the Constituent Corporations shall execute and deliver all such instruments and take all such further actions as the Surviving Corporation may determine to be necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this Agreement and Plan.

## **ARTICLE III - CHARTER AND BYLAWS; DIRECTORS AND OFFICERS**

- 3.1 Inter Contax Corporation's Charter, and Articles of Merger to be filed immediately prior to the Effective Time, shall, after the merger, continue to be the Charter of the Surviving Corporation until duly amended in accordance with law.
- 3.2 The Bylaws of Inter Contax Corporation, as in effect immediately prior to the Effective Time, shall, after the merger, continue to be the Bylaws of the Surviving Corporation until duly amended in accordance with law, and no change to such Bylaws shall be effectuated by the merger.

- 3.3 The persons who are the Directors and officers of Inter Contax Corporation immediately prior to the Effective Time shall, after the merger, continue as the Directors and officers of the Surviving Corporation without change, to serve, subject to the provisions of the Bylaws of the Surviving Corporation, until their successors have been duly elected and qualified in accordance with the laws of the State of Nevada and the Charter and Bylaws of the Surviving Corporation.

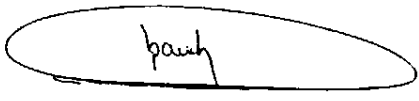
#### **ARTICLE IV - CONVERSION OF ISSUED SHARES**

- 4.1 As the shareholdings structure of the Constituent Corporations is similar, the shareholdings in the surviving corporation shall reflect this merger as determined by the Attorneys of the Constituent Corporations.

#### **ARTICLE V - MISCELLANEOUS**

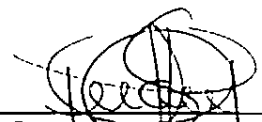
- 5.1 This Agreement and Plan embodies the entire agreement between the parties hereto and there are no agreements, understandings, restrictions or warranties between the parties hereto other than those set forth herein or herein provided for.
- 5.3 The Surviving corporation promises keep and hold all officers and directors of the merging corporation safe and harmless from any liabilities, claims or actions for all previous actions that they undertook on behalf of the Merging corporation.
- 5.2 Any dispute or controversy involving this Agreement, Plan or Merger, shall be finally settled by binding arbitration, before a sole arbitrator of the American Arbitration Association, pursuant to its Commercial Rules, in the most expeditious proceedings possible, in Carson City, Nevada.

#### **INTER CONTAX CORPORATION**

By:   
A Nuh, Vice-President



#### **FEDERAL HOUSING CORPORATION**

By:   
J. P. Constante, President

