

N12000003367

(Requestor's Name)

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(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

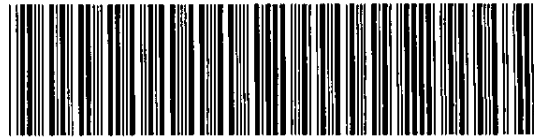
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE
1-1-2015

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41-88-7-2

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

DanzAmerica, Inc.

The Sarasota Cuban Ballet School LLC

Merger

Signature _____

Requested by: SETH

12/19/14

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ___ L.C. File _____
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- Merger File _____
- ___ Art. of Amend. File _____
- ___ RA Resignation _____
- ___ Dissolution / Withdrawal _____
- ___ Annual Report / Reinstatement _____
- Cert. Copy _____
- ___ Photo Copy _____
- ___ Certificate of Good Standing _____
- ___ Certificate of Status _____
- ___ Certificate of Fictitious Name _____
- ___ Corp Record Search _____
- ___ Officer Search _____
- ___ Fictitious Search _____
- ___ Fictitious Owner Search _____
- ___ Vehicle Search _____
- ___ Driving Record _____
- ___ UCC 1 or 3 File _____
- ___ UCC 11 Search _____
- ___ UCC 11 Retrieval _____
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Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity

EFFECTIVE DATE
1-1-2015

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DanzAmerica, Inc. <i>N12000003367</i>	Florida	Not-for-Profit/Inc.
The Sarasota Cuban Ballet School, LLC	Florida	Limited Liability Co.
<i>11000119449</i>		

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DanzAmerica, Inc.	Florida	Not-for-Profit/Inc.
<i>N12000003367</i>		

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to no more than 90 days after the date this document is filed by the Florida

Department of State: January 1, 2015

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Not Applicable

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

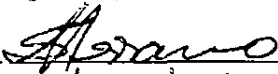
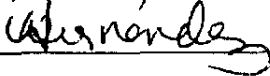
b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

Not Applicable

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EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
DanzAmerica, Inc.		Ariel Serrano
The Sarasota Cuban Ballet School, LLC		Wilmian Hernandez

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
DanzAmerica, Inc.	Florida	Not-for-profit/Inc.
The Sarasota Cuban Ballet School, LLC	Florida	Limited liability Co.

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
The Sarasota Cuban Ballet School, Inc.	Florida	Not-for-profit/Inc.

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

[See attached: Plan of Merger - Exhibit A]

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

1. There are no shares/memberships as a result of merger to LLC members.

2. The LLC company shall distribute profits and assets to certificate members.

3. LLC members may gift/loan distributions to not-for-profit survivor.

4. Surviving entity shall adopt name from limited liability company.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no "rights to acquire" interests, shares, obligations or other securities of merged party or in survivor, except limited liability company members may donate or loan distributed profits to survivor.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

Not applicable

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Not applicable

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

1. The merging corporation has no current members entitled to vote.

2. The Plan of Merger was approved by the domestic corporation in accordance with applicable provisions of Ch. 617/607

3. There are 5 directors in the current board [in office] and the plan was approved
_____ by the unanimous vote of the quorum of directors in attendance.

4. The date of adoption of the plan is December 19, 2014.

5. The plan of merger was approved by the merging limited liability company.
_____ in accord with the provisions of Florida Statutes, Chapter 605.

Continued: [See Exhibit B]

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

The effective date of the merger is January 1, 2015.

_____ The surviving entity pre-existed as DanzAmerica, Inc., and its Articles of Incorporation
_____ and public organic record are amended as set forth specifically in the
_____ plan of merger herein; to wit: Articles 1, 6, 7, and 14.

(Attach additional sheet if necessary)

" EXHIBIT A "

PLAN OF MERGER

**THE SARASOTA CUBAN BALLET SCHOOL, LLC
AND
DANZAMERICA, INC.**

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The following terms and provisions represent the Plan of Merger for THE SARASOTA CUBAN BALLET SCHOOL, LLC and DANZAMERICA, INC.:

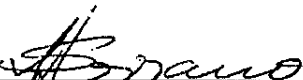
1. All assets and profits of the company shall be distributed to members proportionate to their member certificates prior to end of calendar year 2014;
2. All member certificates shall be surrendered concurrent with distribution and cancelled; there shall be no shares or memberships provided as a result of merger;
3. Members may agree to loan or gift distributed profits and/or assets to the surviving entity, to-wit: THE SARASOTA CUBAN BALLET SCHOOL, INC.;
4. The company shall merge with DANZAMERICA, INC. and provide this non-profit Florida Corporation with the name, "THE SARASOTA CUBAN BALLET SCHOOL" as amended DANZAMERICA, INC., shall be replaced with, "THE SARASOTA CUBAN BALLET SCHOOL," and be known as "THE SARASOTA CUBAN BALLET SCHOOL, INC.";
5. The employer identification number for the company shall terminate, and the number for the former DANZAMERICA, INC. shall be utilized hereafter;
6. Upon completion of the matters set forth in the plan of merger, the limited liability company THE SARASOTA CUBAN BALLET SCHOOL, LLC shall be merged and cease to exist as a separate business entity under Florida law;
7. The plan of merger is in accord with Florida Statutes, Chapter 605.
8. That the effective date of the merger shall be January 1, 2015;
9. That prior to filing the Articles of Merger, the plan may be amended or abandoned in accord with Florida Law and regulations of the company;
10. That the surviving entity shall be responsible for liabilities, if any, of the company;
11. That the company has no liens upon its property for which the surviving entity is responsible. Also, there are no existing claims or pending proceedings by or against the company;

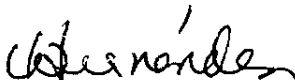
12. Should the surviving entity be able to continue use of company bank account number(s), then company agrees surviving entity may be substituted for the company;
13. That the Articles of Incorporation and the By-laws of DANZAMERICA, INC., a nonprofit Florida corporation, in effect immediately prior to the time the merger becomes effective, shall be the Articles of Incorporation and the By-laws of the surviving entity, THE SARASOTA CUBAN BALLET SCHOOL, INC., except as amended or restated to the extent provided in the plan of merger.
14. The surviving entity has agreed to pay to members of the Florida LLC with appraisal rights the amount to which such members are entitled under the provisions of the applicable statutes, however, no appraisal rights are applicable hereto.
15. The merger has been approved by each member, who will have interest – holder liability, if any, resulting from the merger.
16. The plan of merger is in accord with Florida Statutes, Chapters 617 and 607, where applicable and appropriate.
17. The Articles of Incorporation shall be amended as follows on effective date of merger:
 - A. Article One - Name: The name of the Corporation is amended and is THE SARASOTA CUBAN BALLET SCHOOL, INC. (hereinafter, "Corporation").
 - B. Article Six- Officers:
 1. President: ARIEL SERRANO
 2. Vice-President: WILMIAN HERNANDEZ
 3. Secretary: LEONARD KESTEN
 4. Treasurer: LEONARD KESTEN
 - C. Article Seven – Directors:
 1. Director: ARIEL SERRANO
 2. Director: LEONARD KESTEN
 3. Director: CYNTHIA DEQUESADA
 4. Director: ERIC LONG
 5. Director: ROLANDO YANES
 - D. Article Fourteen – Registered Agent: The address of the registered office of this Corporation has not changed. The Name and address of the registered agent of this Corporation is WILMIAN HERNANDEZ, 501 North Beneva Road, Suite 700,


Sarasota, Florida 34232. Wilmian Hernandez, having a business office identical with the registered office of the Corporation name above, and having been designated as the Registered Agent in these Amended Articles of Incorporation, is familiar with and accepts the obligations of the position of Registered Agent under the applicable provisions of the Florida Statutes.


WILMIAN HERNANDEZ, Registered Agent

APPROVED on this 19th day of December, 2014.

By: 
Print: Ariel Serrano
President/ Authorized Officer
For: DANZAMERICA, Inc.

By: 
WILMIAN HERNANDEZ, Manager/Member
The Sarasota Cuban Ballet School, LLC

By: 
ARIEL SERRANO, Manager/Member
The Sarasota Cuban Ballet School, LLC

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EXHIBIT B

(Continued from Articles of Merger - Page 7 of 7)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

6. The merger has been approved by each member, who will have interest- holder liability if any resulting from the merger.

7. The surviving entity has agreed to pay to any members of any Florida LLC with appraisal rights the amount to which such members are entitled under the provisions of the applicable Statutes.

8. That Articles of Incorporation of the surviving domestic corporation are affected by the merger (Articles 1, 6, 7 and 14). The Plan of Merger contains a statement of the specific changes.