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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** STERLING 5, 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:

MITCHELL J HOWARD, CPA

Contact Person

MITCHELL J HOWARD CPA, PA

Firm/Company

3800 S OCEAN DR, SUITE 228

Address

HOLLYWOOD, FL 33019

City/State and Zip Code

sheyla@sterling5.com

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

For further information concerning this matter, please call:

MITCHELL J HOWARD

Name of Contact Person

At ( 954 ) 454-1119

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

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## **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> (If known/ applicable)
STERLING 5, INC	FLORIDA	P10000009636

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SIVEES, INC.	FLORIDA	P11000047212

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TALLAHASSEE, FLORIDA

**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** 07 / 31 / 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 JULY 31, 2017.

The Plan of Merger was adopted by the board of directors of the surviving corporation on JULY 31, 2017 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 JULY 31, 2017.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on JULY 31, 2017 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

STERLING 5, INC.



211c

CHAITHANYA SAMA, PRESIDENT

SIVEES, INC



Führung

CHAITHANYA SAMA, PRESIDENT

SIVEES, INC



Bahama

HAMIDA RAHMAN, VICE PRESIDENT

## **Merger Agreement**

Merger Agreement made on the 31<sup>st</sup> of July 2017, between Sivees Inc., a corporation organized and existing under the laws of the state of Florida with its principal office located at 950 Peninsula Corp Cir #1016, Boca Raton, FL 33487, referred to herein as "Sivees", and Sterling 5, Inc. a corporation organized and existing under the laws of the state of Florida, with its principal office located at 13590 Jog Road Suite C6B, Delray Beach, FL 33446 referred to herein as "Sterling 5".

Whereas, the total number of shares of stock which Sivees is authorized to issue is 100 shares of Common Stock. No other classes of shares are authorized and the assigned par value is \$0.01; and

Whereas, the total number of shares of stock which Sterling 5 is authorized to issue is 100 shares of Common Stock. No other classes of shares are authorized and the assigned par value is \$0.01; and

Whereas, the Boards of Directors of the respective Corporations deem it desirable and in the best interest of the Corporations and their shareholders that Sivees be merged into Sterling 5.

The date and time when the Merger shall become effective, is herein called the "Effective Date of the Merger."

For the reasons set forth above, and in consideration of the mutual covenants and promises of the parties, the merging Corporations agree, pursuant to Section 607.1105, of the Florida Statutes, that Sivees shall be merged into Sterling 5 as a single corporation; and the parties agree to and prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of Sivees into shares or other securities of Sterling 5, as set forth below.

### **I. Sterling 5, Inc., to be Surviving Corporation**

Sivees shall be merged into Sterling 5 and the corporate existence of Sivees shall cease and the corporate existence of Sterling 5 shall continue under the name Sterling 5, Inc., and Sterling 5 shall become the owner, without other transfer, of all the rights and property of Sivees, and Sterling 5 shall become subject to all the debts and liabilities of Sivees in the same manner as if Sterling 5 had itself incurred them. All employees of Sivees, Inc., effective the date of merger would be employees of Sterling 5, Inc., under the same salary terms and conditions of service with Sivees, Inc.

### **II. Principal Office**

The principal office of Sterling 5 shall remain the principal office of the Corporation following this merger.

### **III. Articles of Incorporation**

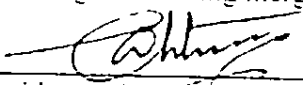
The Articles of Incorporation of Sterling 5, as in effect immediately prior to the Effective Date the Merger, in the form attached hereto as Exhibit A, shall continue in full force and effect as the Articles of Incorporation of Sivees until duly amended in accordance with the provisions thereof and applicable law.

### **IV. Bylaws**

The present Bylaws of Sterling 5, insofar as not inconsistent with this Merger Agreement, shall be the bylaws of the Corporation following the merger until altered, amended, or repealed as currently provided in the Bylaws.

### **V. Names and Addresses of Directors**

The names and addresses of the persons who shall constitute the Board of Directors of Sterling 5, following merger, and who shall hold office until the first annual meeting of the shareholders of Sterling 5 following merger, are as follows:

 _____ Chaithanya Sama, President	_____ 4115 NW 24 <sup>th</sup> Way, Boca Raton, FL 33431 Address of Director
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### **VI. Method of Converting Shares**

Immediately upon this Agreement of Merger becoming effective, the shares of Sivees shall, without any other action on the part of the respective holders of the shares, become and be converted into shares of stock of Sterling 5, as follows: 100% of the Share of Sivees become 50% of the Shares of Sterling 5. All 100% of the shares of Sterling 5 are to be owned by Chaithanya Sama until there is a change in the stock ownership, through sale, merger, acquisition or dissolution.

### **VII. Extraordinary Transactions**

Neither Corporation shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated by this Agreement.

### **VIII. Submission to Stockholders: Effective Date**

This Agreement shall be submitted to the stockholders of Sivees and Sterling 5, and if the votes of stockholders of each such Corporation representing 100% of the total number of shares of its capital stock shall be in favor of the adoption of this Agreement, it shall, subject to the provisions of Section XI of this Agreement, take effect as the Agreement of Merger of Sivees and Sterling 5 on the Effective Merger Date of June 30<sup>th</sup>, 2017. Furthermore, the Agreement of Merger of Sivees and Sterling 5 shall be filed with the Secretary of State of Florida.

## IX. Abandonment of Merger

Anything to the contrary in this Agreement notwithstanding, if the Board of Directors of Sterling 5, or the Board of Directors of Sivees, should determine, either before or after the meeting of the stockholders of the respective Corporations called to vote on the adoption or rejection of this Agreement of Merger, that for any legal, financial, economic, or business reason deemed sufficient by such Board it is not in the interest of the Corporation it represents, or the stockholders of such Corporation, or is otherwise inadvisable or impracticable to consummate the merger, such Board of Directors may abandon the Merger by directing the officers of the Corporations to refrain from executing or filing this Agreement of Merger, and this Agreement shall then be void and of no effect.

The Directors, or a majority of them, of Sterling 5, and the Directors, or a majority of them, of Sivees, have executed this Agreement under their respective corporate seals at: Mitchell J Howard CPA, PA 3800 S Ocean Dr Suite 228, Hollywood, FL 33019 the day and year first above written.



\_\_\_\_\_, Inc.  
(Sterling 5 Inc)



\_\_\_\_\_, Inc.  
(Sivees, Inc)

By:

A handwritten signature in cursive script, appearing to read "Chaithanya Sama".

Signature

Chaithanya Sama, President of Sterling 5 Inc  
Name of Director

By:

A handwritten signature in cursive script, appearing to read "Chaithanya Sama".

Signature

Chaithanya Sama, President of Sivees Inc  
Name of Director

By:

Signature

\_\_\_\_\_  
Name of Director

By:

A handwritten signature in cursive script, appearing to read "Hamida Rahman".

Signature

Hamida Rahman, Vice President of Sivees Inc  
Name of Director