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**MERGER OR SHARE EXCHANGE  
DJ GROUP REAL ESTATE LLC**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$60.00

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**ARTICLES OF MERGER  
FOR  
NEVERENDING ASSOCIATES INC.  
INTO  
DJ GROUP REAL ESTATE LLC**

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2017 MAR -9 AM 9:39

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The following Articles of Merger are submitted to merge Neverending Associates Inc, a Florida corporation into DJ Group Real Estate LLC, a Florida limited liability company in accordance with Section 607.1109, 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>
Neverending Associates Inc.	Florida	For-Profit corporation
DJ Group Real Estate LLC	Florida	Limited liability company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party is DJ Group Real Estate LLC, a Florida limited liability company.

**THIRD:** Management of the surviving entity is vested in the managers. The Managers of DJ Group Real Estate LLC are Juliana Perez Botero and Diego Perez Botero , which have a mailing address of 400 Sunny Isles Blvd., Unit 1820, Sunny Isles Beach, Florida 33160.

**FOURTH:** The attached plan of merger was approved by Neverending Associates Inc. and DJ Group Real Estate LLC in accordance with the applicable provisions of Chapters 607 and 605, Florida Statutes.

**FIFTH:** DJ Group Real Estate LLC exists before the merger and is a domestic filing entity. DJ Group Real Estate LLC agrees to pay to any of its members with appraisal rights the amount to which such members are entitled under the provisions of Sections 605.1006 and 605.1061-605.1072, as applicable.

**SIXTH:** The merger is permitted under the laws of the State of Florida and is not prohibited by the regulations, by-laws, articles of organization or operating agreement of any party hereto.

**SEVENTH:** The merger shall be effective as of the date of filing of these Articles of Merger.

**EIGHTH:** These Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

### 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>
Neverending Associates Inc.	Florida	For-Profit corporation
DJ Group Real Estate LLC	Florida	Limited liability company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party is DJ Group Real Estate LLC, a Florida limited liability company (the "LLC").

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

1. The consummation of the merger shall have all of the effects set forth in Section 605.1026 of the LLC Act and Section 607.1108 of the Business Corporation Act. In furtherance, and not in limitation, of the foregoing, all of the obligations of Neverending Associates Inc. (the "Corporation") as well as all of the rights, privileges and powers of the Corporation, and all property, real, personal and mixed, and all debts due to the Corporation or owed by the Corporation, and all franchises, licenses and permits held by the Corporation, as well as all other things and causes of action belonging to the Corporation, shall remain vested in the LLC and shall be the property of the LLC, and the title to any real property vested by deed or otherwise in the Corporation shall not revert or be in any way impaired by reason of Section 605.1026 of the LLC Act and Section 607.1108 of the Business Corporation Act.

2. The bylaws of the Corporation shall be replaced by and the LLC shall be governed by, the LLC operating agreement.

3. Upon the filing of the Articles of Merger, the directors and officers of the Corporation shall be removed and Juliana Perez Botero and Diego Perez Botero shall be the managers of the LLC.

4. This Plan and the transactions contemplated hereby may be terminated by resolution of the Board of Directors of the Corporation at any time prior to the filing of the Articles of Merger in the manner and to the extent provided in the LLC Act and the Business Corporation Act.

5. If this Plan is terminated pursuant to the provisions hereof, this Plan shall become void and of no effect with no liability on the part of any party hereto.

6. This Plan and the transactions contemplated hereby may be amended by resolution of the Board of Directors of the Corporation at any time prior to the Effective Time in the manner and to the extent provided in the LLC Act and the Business Corporation Act.

7. This Plan shall be governed by, enforced under and construed in accordance with the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule thereof.

**FOURTH:** By virtue of the Merger and without any action on the part of the Corporation, the LLC or any holder thereof, the shares of common stock of the Corporation, issued and outstanding immediately prior to Merger, all of which are held by the sole shareholder of the Corporation, shall be automatically converted into one hundred percent (100%) of the limited liability company interests of the LLC. Immediately prior to the merger, there shall be outstanding no class or series of capital stock of the Corporation other than its common stock.

**FIFTH:** The name and address of the Managers of DJ Group Real Estate LLC are Juliana Perez Botero and Diego Perez Botero, which have a mailing address of 400 Sunny Isles Blvd., Unit 1820, Sunny Isles Beach, Florida 33160.

**RESOLUTION OF THE SOLE MEMBER AND MANAGERS OF  
DJ GROUP REAL ESTATE LLC**

The undersigned, being the Sole Member and the Managers of DJ Group Real Estate LLC a Limited Liability Company organized under the laws of the State of Florida on June 17, 2015 (the "Company"), hereby adopt the following resolutions:

**RESOLVED**, that it is in the best interest of the Company and it is recommended as acceptable to merge the Company with Neverending Associates Inc., a Florida corporation ("Corporation") upon the terms set forth in the Agreement of Merger and Plan of Merger submitted to the member and managers of the Company, a copy of which is attached hereto;

**FURTHER RESOLVED**, that the form and contents of the draft of the Agreement of Merger and Plan of Merger, to be entered into between this Company and the Corporation presented to this meeting is hereby approved and adopted; and


**FURTHER RESOLVED**, that the Managers, the President or authorized representative of this Company, each acting individually, are authorized and directed in the name and on behalf of this Corporation and Merger and Plan of Merger in the form or substantially the form of the draft thereof presented to this meeting, with such changes therein as the said officers may approve, their execution thereof to be conclusive evidence of such approval; and

**FURTHER RESOLVED**, that upon due approval of the Agreement of Merger and Plan of Merger by the sole stockholder of the Corporation and by the member of this Company that the proper officers of this Company be and hereby are authorized and directed to file the Articles of Merger in the State of Florida and such other certificates or documents as may be necessary or desirable to effectuate the Merger; and


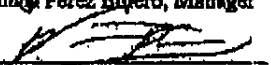
**FURTHER RESOLVED**, that the proper officers of this Company be, and they hereby are, authorized and directed to take such additional action as may be necessary or desirable to effect the intent of the foregoing resolutions; and

**FURTHER RESOLVED**, that this Consent be filed in this Company's minute books.

**IN WITNESS WHEREOF**, the Sole Member and the Managers of the Company execute this written consent effective as of the 22 day of February, 2017.

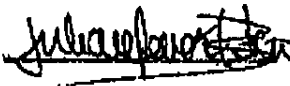

Sole Member  
Neverending Associates Inc.,  
a Florida Corporation  
  
Julián Pérez Botero, Director

  
Diego Pérez Botero, Director

Managers:  
  
Julián Pérez Botero, Manager  
  
Diego Pérez Botero, Manager

DAB  
JPB

**NINETH: Signature(s) for each entity:**

<u>Name of Entity</u>	<u>Signature</u>	<u>Name of Authorized Signatory</u>
Neverending Associates Inc.		Juliana Perez Botero President
DJ Group Real Estate LLC		Juliana Perez Botero President

*DPB*  
*JPB*