

817237

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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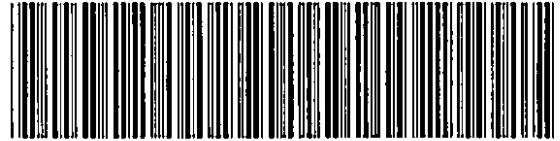
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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JAN 05 2019

S. YOUNG

18 00 00 11:53
FALMOUTH, FLORIDA

The Deltona Corporation



SHARON HUMMERHIELM
Executive Vice President and Corporate Secretary
email : shummerhielm@deltona.com
phone: 305-661-4545 (extension 305)
mobile 305-298-9588

December 17, 2018

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

SENT VIA FEDEX

**RE: Merger of Conquistador Development Corporation (Document # L20103)
into The Deltona Corporation (Document #817237)**

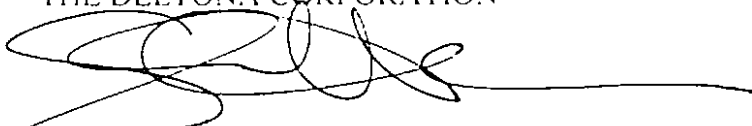
To Whom it May Concern:

Attached is the documentation supporting the merger of Conquistador Development Corp. into its parent company The Deltona Corporation, a Delaware corporation. The merger was approved by the directors and shareholders of each corporation on November 5, 2018.

We enclose two (2) sets of these documents so that one can be certified. Also attached is a check in the amount of \$78.75 representing a fee of \$35 for each of the merging companies and \$ 8.75 for the certified copy.

Very truly yours,

THE DELTONA CORPORATION


Sharon Hummerhielm

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: THE DELTONA 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:

SHARON HUMMERHIELM

Contact Person

THE DELTONA CORPORATION

Firm/Company

8014 SW 135TH STREET ROAD

Address

OCALA, FL 34473

City/State and Zip Code

SHUMMERHIELM@DELTONA.COM

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

For further information concerning this matter, please call:

SHARON HUMMERHIELM

Name of Contact Person

At (305) 661-4545 (EXT. 305)

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

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)
The Deltona Corporation	Delaware	817237

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Conquistador Development Corp.	Florida	L20103

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 / / (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 November 5, 2018.

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 November 5, 2018.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

The Deltona Corporation

~~Sharon Hummerhielm~~

Sharon Hummerhielm, Exec. VP, Sec & Director

Conquistador Development Corp

~~Sharon Humberhielm~~

~~Sharon Hummerhielm, VP, Secretary & Director~~

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

The Deltona Corporation

Jurisdiction

Delaware

The name and jurisdiction of each **subsidiary** corporation:

Name

Conquistador Development Corp.

Jurisdiction

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Deltona is the owner of 100% of all outstanding shares of common stock of Conquistador. Antony Gram, hereinafter referred to as "Gram", is the beneficial owner of Alexandra International BVBA, which is the owner of 100% of the issued and outstanding shares of common stock of Deltona. Conquistador is the owner of property in Deltona's Marion Oaks subdivision, which is a planned subdivision by Deltona. As a simplification of the group structure, Deltona, as owner of 100% of the shares of Conquistador, and Gram, as the beneficial owner of Alexandra International BVBA, which is the owner of 100% of the issued and outstanding shares of common stock of Deltona owner of 100% of the shares of Deltona, agree it would be mutually beneficial for their common interests to work together. There are thirty (30) shares of common stock for Deltona of which thirty (30) are issued and outstanding, which will remain the same. The Board of Directors of Conquistador and Deltona, consented to these agreements.

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

Not Applicable

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

Not Applicable.

THE DELTONA CORPORATION



The Board of Directors of
The Deltona Corporation
8015 SW 135th Street Road
Ocala, FL 34473

The Board of Directors of
Conquistador Development Corp
3014 SW 135th Street
Ocala, FL 34473

RE CERTAIN AGREEMENTS

Dear Board Members

This letter, when countersigned by all identified below, will reflect the agreement by and between Conquistador Development Corp., a Florida corporation, hereinafter referred to as "Conquistador" and The Deltona Corporation, a Delaware corporation, hereinafter referred to as "Deltona". The effective date for this Agreement is November 5, 2018.

- 1 Deltona is the owner of 100% of all outstanding shares of common stock of Conquistador. Antony Gram, hereinafter referred to as "Gram", is the beneficial owner of Alexandra International BVBA, which is the owner of 100% of the issued and outstanding shares of common stock of Deltona.
- 2 Conquistador is the owner of property in Deltona's Marion Oaks subdivision, which is a planned subdivision by Deltona.
- 3 As a simplification of the group structure, Deltona, as owner of 100% of the shares of Conquistador, and Gram, as the beneficial owner of Alexandra International BVBA, which is the owner of 100% of the issued and outstanding shares of common stock of Deltona, agree it would be mutually beneficial for their common interests to work together. There are thirty (30) shares of common stock for Deltona of which thirty (30) are issued and outstanding, which will remain the same.
- 4 The Board of Directors of Conquistador and Deltona, through their signatures below, consent to the agreements specified in this letter.

THE DELTONA CORPORATION
BOARD OF DIRECTORS

Antony Gram, Director

Christel DeWilde, Director

Sharon Hummerheim, Director

CONQUISTADOR DEVELOPMENT CORP.
BOARD OF DIRECTORS

Antony Gram, Director

Christel DeWilde, Director

Sharon Hummerheim, Director

AGREEMENT OF MERGER

OF

CONQUISTADOR DEVELOPMENT CORP.
(a Florida corporation)

INTO

THE DELTONA CORPORATION
(a Delaware corporation)

This Agreement is entered by and between The Deltona Corporation, a Delaware corporation ("Deltona") and Conquistador Development Corp. a Florida corporation ("Conquistador") to finalize the understanding of merging Conquistador into Deltona in accordance with the General Corporation Law of the State of Delaware (the "DGCL") and Florida Business Corporation Act (the "FBCA") entered into by all of the shareholders and directors of the respective corporations of the Surviving Corporation, Deltona, and agree as follows

WHEREAS, Conquistador is a wholly owned subsidiary of Deltona, which conducts business generally in the State of Florida in the development and sale of real property among related operations, and

WHEREAS, the respective boards of directors and shareholders and officers of each of Deltona and Conquistador believe it is in the interest of the corporations to consolidate by reason of merging Conquistador into Deltona (the "Constituent Corporations") for the purposes of efficiently conducting the business operations of the respective corporations, which are similar, and

WHEREAS, Deltona and Conquistador agree to the terms of the Plan of Merger attached hereto as Exhibit "A" and pending to have an Agreement to Merger filed with the Delaware Secretary of State to effect this merger to efficiently conduct the businesses of the respective corporations upon the date of merger

NOW THEREFORE for Ten Dollars and 00/100 (\$10.00) and other good and valuable considerations the receipt and sufficiency is hereby acknowledged, Deltona and Conquistador agree as follows

1 The above paragraphs are true and correct and material to the covenants of this Agreement of Merger

2 The boards of directors of Conquistador and Deltona agree to conduct a meeting of all of the shareholders of the Constituent Corporations to approve this Agreement of Merger, which the respective constituent board of directors deem advisable

3 The planned merger is that Conquistador shall be merged into Deltona and that all of its assets and liabilities of each and every kind of the Constituent Corporations shall be assets and liabilities of Deltona, the Surviving Corporation. The merger of the assets and liabilities into the Surviving Corporation shall be to the greatest extent possible without enumerating each and every asset and liability and the intent is that all of the assets and liabilities of every kind and nature shall be merged into the Surviving Corporation and the Surviving Corporation shall be the owner of all assets of the Constituent Corporations and shall be liable on all of the obligations of the Constituent Corporations

4 It is intended by the Constituent Corporations that Deltona as the Surviving Corporation shall not change or amend its bylaws or the certificate of incorporation and that the certificate of incorporation of the Surviving Corporation shall be the certificate of incorporation

5 All of the outstanding stock of Conquistador is wholly owned by Deltona and said stock upon the respective date of the merger shall be cancelled and the assets and liabilities of Conquistador shall be merged into Deltona, the Surviving Corporation

6 The Surviving Corporation shall be authorized to execute and do all those things necessary to complete, execute and record such documentation as deemed necessary to carry out the intent and purposes of this Agreement to Merger

7 This Agreement of Merger shall be presented to a joint meeting of all the stockholders and directors of each of the Constituent Corporations at a special meeting for the purposes of acting on approving this Agreement:

8 The notice of the time place and purpose of the meeting shall be mailed with twenty (20) days notice as to the date, time and location of the meeting to each of the holders of stock of the Constituent Corporations and each of the stockholders of the Constituent Corporations may provide written waiver of the notice of meeting

9 The foregoing notice shall contain a copy of this Agreement as recommended and directed by the board

10 This Agreement is intended to be presented before the stockholders of the Constituent Corporations for approval and such approval be certified by the secretary of the Surviving Corporation and to file this Agreement approving this merger agreement:

11 Upon approval and certification, the parties agree that the Agreement shall be filed in accordance with DGCL and become effective in accordance with Section 103 of the DGCL

12 All of the terms and conditions of the Plan of Merger attached hereto as Exhibit "A" are incorporated herein as part of the material understanding and agreements among the Constituent Corporations

CONSTITUENT CORPORATIONS

13 Each of the Constituent Corporations conduct business in the State of Florida. It is intended that the Surviving Corporation continue to conduct similar business of the Constituent Corporations and the merger of Conquistador into Deltona shall provide for the economic and efficient continuation of the business of the Constituent Corporations. The Surviving Corporation intends to continue to conduct its businesses in the same manner as was conducted prior to the merger with the exception that the Surviving Corporation shall conduct all of the businesses in its name instead of the separate Constituent Corporations. Each of the Constituent Corporations through its representatives, directors and shareholders authorize their respective officers to execute this Agreement and that the secretary of the Constituent Corporations to file and/or make available this Agreement of Merger along with such other documentation deemed necessary to comply with the DGCL and with the Florida FBCA to effectuate the merger of the Constituent Corporations and to make such certifications and resolutions as are deemed necessary to carry out the intent and purposes of this Agreement to Merger

CONQUISTADOR DEVELOPMENT CORP
a Florida corporation

By _____

Antony Gram President

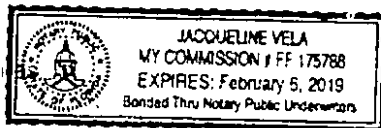
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

SS

The foregoing instrument was acknowledged, sworn and attested before me this 5th day of November, 2018, by Antony Gram as the President of Conquistador Development Corp., who is personally known to me or who has produced _____ as identification

My commission expires



Jacqueline Vela
NOTARY PUBLIC

THE DELTONA CORPORATION, a Delaware Corporation

By _____

Antony Gram, President

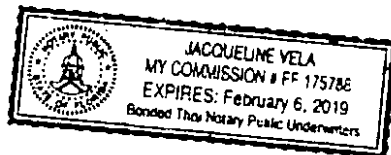
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

SS

The foregoing instrument was acknowledged, sworn and attested before me this 5th day of November, 2018 by Antony Gram as the President of The Deltona Corporation, who is personally known to me or who has produced _____ as identification

My commission expires



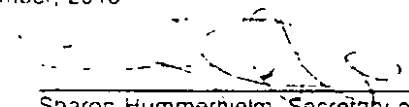
Jacqueline Vela
NOTARY PUBLIC

THE DELTONA CORPORATION
CERTIFIED CORPORATE RESOLUTION
APPROVING AGREEMENT OF MERGER

A meeting of all of the stockholders and directors of The Deltona Corporation, a Delaware corporation, was duly held after proper and adequate notice and all of the shareholders and directors appearing and voting concerning the recommendation of the officers and board of directors of The Deltona Corporation to approve a Merger Agreement, that Conquistador Development Corp., a wholly owned subsidiary of The Deltona Corporation, be merged into The Deltona Corporation and all of the shareholders and directors of The Deltona Corporation at a duly held and noticed meeting having voted to approve the merger and authorizing the president of The Deltona Corporation and other officers to do all those things necessary and to execute all documents to consummate the foregoing merger

RESOLVED that the president and other officers of The Deltona Corporation, by resolution passed on November 5, 2018 by all of the stockholders and directors, have authorized that the president and/or other officers of The Deltona Corporation be authorized to execute all documents and to do all those things necessary to complete the merger of Conquistador Development Corp., a wholly owned subsidiary of The Deltona Corporation, into and with The Deltona Corporation, a Delaware corporation

CERTIFIED and DATED this 5th day of November, 2018



Sharon Hummerhielm, Secretary of The Deltona Corporation

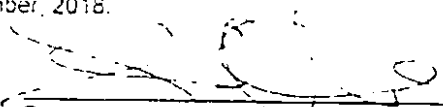
SEAL

CONQUISTADOR DEVELOPMENT CORP.
CERTIFIED CORPORATE RESOLUTION
APPROVING AGREEMENT OF MERGER

A meeting of all of the stockholders and directors of CONQUISTADOR DEVELOPMENT CORP, a Florida corporation, was duly held after proper and adequate notice and all of the shareholders and directors appearing and voting concerning the recommendation of the officers and board of directors of CONQUISTADOR DEVELOPMENT CORP to approve a Merger Agreement that CONQUISTADOR DEVELOPMENT CORP, a wholly owned subsidiary of The Deltona Corporation, be merged into The Deltona Corporation and all of the shareholders and directors of CONQUISTADOR DEVELOPMENT CORP at a duly held and noticed meeting having voted to approve the merger and authorizing the president of CONQUISTADOR DEVELOPMENT CORP and other officers to do all those things necessary and to execute all documents to consummate the foregoing merger.

RESOLVED that the president and other officers of CONQUISTADOR DEVELOPMENT CORP by resolution passed on November 5, 2018 by all of the stockholders and directors, have authorized that the president and/or other officers of CONQUISTADOR DEVELOPMENT CORP be authorized to execute all documents and to do all those things necessary to complete the merger of CONQUISTADOR DEVELOPMENT CORP, a wholly owned subsidiary of The Deltona Corporation into and with The Deltona Corporation, a Delaware corporation.

CERTIFIED and DATED this 5th day of November, 2018.



Sharon Hummerhielm, Secretary of
CONQUISTADOR DEVELOPMENT CORP

SEAL

CERTIFICATE OF MERGER
OF
CONQUISTADOR DEVELOPMENT CORP.
(a Florida corporation)

with and into

THE DELTONA CORPORATION
(a Delaware corporation)

(Filed pursuant to 8 Del. C. 252 and 103)

The Deltona Corporation ("Deltona"), a corporation organized and existing under by virtue of the General Corporation Law of the State of Delaware (the "DGCL"), does hereby CERTIFY

FIRST That the name and state of incorporation of each of the constituent corporations to the merger is as follows

<u>Name</u>	<u>State of Incorporation</u>
Conquistador Development Corp.	Florida
The Deltona Corporation	Delaware

SECOND That an agreement of merger ("Merger Agreement") dated as of November 5, 2018 has been approved, adopted, certified, executed and acknowledged by Deltona and by Conquistador Development Corp., a wholly owned subsidiary of Deltona in accordance with the provisions of subsection (c) of Title 8 Section 252 of the DGCL.

THIRD That the name of the surviving corporation (the "Surviving Corporation") is The Deltona Corporation.

FOURTH That the Certificate of Incorporation of Deltona shall be the Certificate of Incorporation of the Surviving Corporation and there are no intended changes.

FIFTH That the executed Merger Agreement is on file at the principal place of business of the Surviving Corporation. The address of the principal place of business of the Surviving Corporation is 8014 SW 135 Street Road, Ocala, FL 34473.

SIXTH That the issued and outstanding shares of the Surviving Corporation consists of 30 shares with no change in the par value.

SEVENTH That a copy of the Merger Agreement will be furnished by the Surviving Corporation, on request and without cost, to any stockholder of Deltona or Conquistador Development Corp.

The Deltona Corporation has caused this Certificate to be signed and acknowledged by its President, Antony Gram, who after being duly sworn attests that all of the foregoing is true and correct, on the 5th day of November 2018

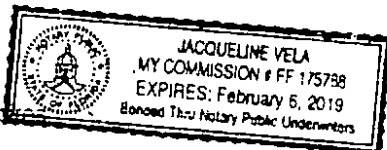
THE DELTONA CORPORATION
By Antony Gram, President

STATE OF FLORIDA

JSS

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged, sworn and attested before me this 5th day of November, 2018 by Antony Gram as the President of The Deltona Corporation, who is personally known to me or who has produced _____ as identification



My commission expires _____

J. Vela
NOTARY PUBLIC

Attest

Sharon Hummerhelm
Title: Secretary
(SEAL)

SUBSIDIARY INTO PARENT
Section 253

STATE OF DELAWARE
CERTIFICATE OF OWNERSHIP

MERGING
CONQUISTADOR DEVELOPMENT CORP.

into

THE DELTONA CORPORATION

(Pursuant to Section 253 of the General Corporation Law of Delaware) The Deltona Corporation a corporation incorporated on the 16th day of March, 2009 pursuant to the provisions of the General Corporation Law of the State of Delaware,

DOES HEREBY CERTIFY that this corporation owns 100% of the capital stock of CONQUISTADOR DEVELOPMENT CORP., a corporation incorporated on the 3rd day of October 1989 A.D. pursuant to the provisions of the Florida Business Corporations Act, and that this corporation, by a resolution of its Board of Directors duly adopted at a meeting held on the 5th day of November 2018 A.D., determined to and did merge into itself said CONQUISTADOR DEVELOPMENT CORP.

THE DELTONA CORPORATION, a Delaware corporation

By

Antony Gram, President

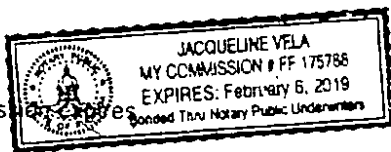
STATE OF FLORIDA)

COUNTY OF MIAMI-DADE)

)ss

The foregoing instrument was acknowledged, sworn and attested before me this 5th day of November, 2018, by Antony Gram as the President of The Deltona Corporation, who is personally known to me or who has produced _____ as identification

My commis



NOTARY PUBLIC

Certified and dated this 5th day of November, 2018

SEAL

Sharon Hummerhelm, Secretary of The Deltona Corporation

PLAN OF MERGER
OF
CONQUISTADOR DEVELOPMENT CORP.
(a Florida corporation)
INTO
THE DELTONA CORPORATION
(a Delaware corporation)

Names of Merging Corporations

CONQUISTADOR DEVELOPMENT CORP., a Florida corporation ("Conquistador") shall be merged with and into The Deltona Corporation, a Delaware corporation ("Deltona")

Terms and Conditions of the Proposed Merger

2.1 The Merger

The Merger shall occur at the Effective Date and Time, as defined below, at which time the separate existence of Conquistador shall cease, Deltona, which owns 100% of the shares of Conquistador, shall be the surviving corporation (the "Surviving Corporation"). Deltona's corporate existence, with all its purposes, powers, bylaws and objects, shall continue unaffected and unimpaired by the Merger. (Conquistador and Deltona are hereinafter sometimes collectively referred to as the "Constituent Corporations")

2.2 The Surviving Corporation

The Surviving Corporation shall be The Deltona Corporation. As of the Effective Date and Time of the Merger, the effect of the Merger shall be as provided in the applicable provisions of the Florida Business Corporation Act (the "FBCA") and the General Corporation Law of the State of Delaware (the "DGCL"). The identity, existence, purposes, powers, objects, franchises, privileges, rights and immunities of every kind of Deltona shall continue unaffected and unimpaired by the Merger, and the corporate franchises, existence and rights of every kind of Conquistador shall be merged with and into Deltona, and Deltona, as the Surviving Corporation, shall be fully vested therewith. The separate existence of Conquistador shall cease and, in accordance with the terms of the merger agreement, the Surviving Corporation shall possess all the rights, privileges, immunities and franchise, of a public as well as of a private nature, and all property, real, personal, intangible and mixed of every kind, and all debts due on whatever account, including subscriptions to shares, all taxes, including those due and owing and those accrued, and all other causes in action, and all and every other interest of or belonging to or due to Conquistador and Deltona shall be taken and deemed to be transferred to, and vested in, the Surviving Corporation without further act or deed, and all property, rights and privileges, powers and franchises and all and every other interest of every kind shall be thereafter as effectually the property of the Surviving Corporation as they were of Conquistador and Deltona, and the title to any and all real estate contracts, or interest therein, whether by deed or otherwise, vested in Conquistador and Deltona, shall not revert or be in any way impaired by reason of the Merger and all rights, assets and receivables of Conquistador and Deltona shall be the property of the Surviving Corporation.

The Surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of Conquistador and Deltona, and any claim existing, or action or proceeding pending by or against Conquistador or Deltona may be prosecuted as if the Merger had not taken place, or the Surviving Corporation may be substituted in their place. Neither the rights of creditors nor any liens upon the property of Conquistador or Deltona shall be impaired by the Merger, and all debts, liabilities and duties of Conquistador

and Deltona shall attach to the Surviving Corporation, and may be enforced against such Surviving Corporation to the same extent as if said debts, liabilities and duties had been incurred or contracted by such Surviving Corporation.

The Constituent Corporations shall execute, deliver, acknowledge and record any and all documents necessary or appropriate to confirm and perfect the transfer of assets and property to the Surviving Corporation. The intent of Conquistador and Deltona is that without enumerating the individual assets and liabilities of Conquistador and Deltona that the Surviving Corporation shall be vested with all of the assets and liabilities of Conquistador and Deltona to the broadest sense without the necessity of transfer documentation.

2.3 Certificates of Incorporation

The Certificate of Incorporation of Deltona as in effect immediately prior to the Effective Date and Time, as so amended, shall be the Certificate of Incorporation of the Surviving Corporation until the same shall thereafter be altered, amended or repealed in accordance with the DGCL.

2.4 Bylaws

The Bylaws of Deltona as in effect immediately prior to the Effective Date and Time shall be the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed in the manner provided in such Bylaws and in accordance with the DGCL.

3 Manner and Basis of Converting Shares

3.1 Conversion/Cancellation

Upon the Effective Date and Time of merger all outstanding shares owned of Conquistador stock by Deltona, comprising 100% of the outstanding stock, shall, by virtue of the Merger, and without any action on the part of the holders thereof, automatically be cancelled and the assets and liabilities of Conquistador merged with Deltona and recorded on the books and records of the Surviving Corporation. All of the outstanding and authorized shares of the Deltona Corporation comprising 30 shares shall remain the same with no change in par value.

3.2 Treasury Shares

Any and all shares of Conquistador Stock held as treasury shares by Conquistador shall be cancelled and retired at the Effective Date and Time, and no consideration shall be delivered or paid in exchange therefor.

4 Effective Date of the Merger

The Merger shall become effective immediately upon the date and time of filing of Articles of Merger with the Secretary of State (the "Effective Date and Time").

**WAIVER OF NOTICE OF SPECIAL MEETING OF BOARD OF DIRECTORS
OF CONQUISTADOR DEVELOPMENT CORP. TO CONSIDER AND
APPROVE MERGER OF CONQUISTADOR DEVELOPMENT CORP.
INTO THE DELTONA CORPORATION**

The undersigned, being the Directors of CONQUISTADOR DEVELOPMENT CORP., hereby agree and consent to the Special Meeting of the Board of Directors of CONQUISTADOR DEVELOPMENT CORP. to consider and approve the merger of CONQUISTADOR DEVELOPMENT CORP., wholly owned by The Deltona Corporation ("Deltona"), to be merged with and into Deltona to be held on the date and time and at the place designated hereunder, and does hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

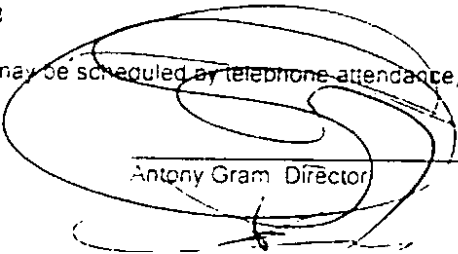
I further agree and consent that any and all lawful business may be transacted at such meeting including the proposed merger set forth in the Plan of Merger attached as Exhibit "A" hereto or at any adjournment or adjournments thereof as may be deemed advisable by the undersigned Director. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting 8014 SW 135 Street Road, Ocala, FL 34473

Date of Meeting November 5, 2018

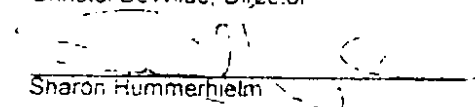
Time of Meeting Afternoon hours (may be scheduled by telephone attendance)

Dated November 5, 2018



Antony Gram, Director

Christel DeWilde, Director



Sharon Hummerhielm

**WAIVER OF NOTICE OF SPECIAL MEETING OF BOARD OF DIRECTORS
OF THE DELTONA CORPORATION TO CONSIDER AND APPROVE
MERGER OF CONQUISTADOR DEVELOPMENT CORP.
INTO THE DELTONA CORPORATION**

We, the undersigned, being all of the Directors of The Deltona Corporation hereby agree and consent to the Special Meeting of the Board of Directors of The Deltona Corporation ("Deltona") to consider and approve the merger of CONQUISTADOR DEVELOPMENT CORP. wholly owned by Deltona, to be merged with and into Deltona to be held on the date and time and at the place designated hereunder, and do hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof

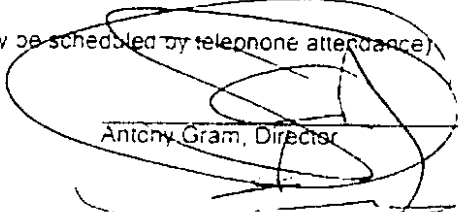
We do further agree and consent that any and all lawful business may be transacted at such meeting including the proposed merger set forth in the Plan of Merger attached as Exhibit "A" hereto or at any adjournment or adjournments thereof as may be deemed advisable by any Director present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice

Place of Meeting 8014 SW 135 Street Road, Ocala, FL 34473

Date of Meeting November 5, 2018

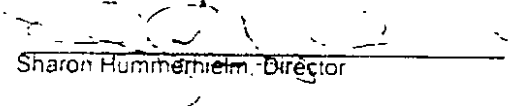
Time of Meeting Afternoon hours (may be scheduled by telephone attendance)

Dated November 5, 2018



Antony Gram, Director

Christel DeWilde, Director



Sharon Hummerholm, Director

**WAIVER OF NOTICE OF SPECIAL MEETING OF SOLE SHAREHOLDER
OF CONQUISTADOR DEVELOPMENT CORP. TO CONSIDER AND
APPROVE MERGER OF CONQUISTADOR DEVELOPMENT CORP.
INTO THE DELTONA CORPORATION**

The undersigned, being the sole Shareholder of CONQUISTADOR DEVELOPMENT CORP hereby agrees and consents to the Special Meeting of the Shareholders of CONQUISTADOR DEVELOPMENT CORP to consider and approve the merger of CONQUISTADOR DEVELOPMENT CORP, wholly owned by The Deltona Corporation ("Deltona") to be merged with and into Deltona to be held on the date and time and at the place designated hereunder, and does hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof

The undersigned further agrees and consents that any and all lawful business may be transacted at such meeting including approval of the proposed merger set forth in the Plan of Merger attached as Exhibit "A" hereto or at any adjournment or adjournments thereof as may be deemed advisable by the undersigned Director. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice

Place of Meeting	8014 SW 135 Street Road, Ocala, FL 34473 or at such location as designated by the sole Shareholder
Date of Meeting	November 5, 2018
Time of Meeting	Afternoon hours (may be conducted by telephone)

Dated November 5 2018

THE DELTONA CORPORATION, SOLE
SHAREHOLDER OF CONQUISTADOR
DEVELOPMENT CORP

Antony Gram, President

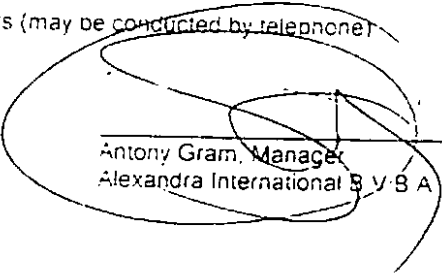
**WAIVER OF NOTICE OF SPECIAL MEETING OF SOLE SHAREHOLDER
OF THE DELTONA CORPORATION TO CONSIDER AND APPROVE
MERGER OF CONQUISTADOR DEVELOPMENT CORP.
INTO THE DELTONA CORPORATION**

The undersigned, being the sole Shareholder of The Deltona Corporation, hereby agrees and consents to the Special Meeting of the Shareholders of The Deltona Corporation ("Deltona") to consider and approve the merger of CONQUISTADOR DEVELOPMENT CORP. wholly owned by Deltona to be merged with and into Deltona to be held on the date and time and at the place designated hereunder, and does hereby waive all notice whatsoever of such meeting and of any adjournment or adjournments thereof.

The undersigned further agrees and consents that any and all lawful business may be transacted at such meeting including approval of the proposed merger set forth in the Plan of Merger attached as Exhibit "A" hereto or at any adjournment or adjournments thereof as may be deemed advisable by any Director present thereat. Any business transacted at such meeting or at any adjournment or adjournments thereof shall be as valid and legal and of the same force and effect as if such meeting or adjourned meeting were held after notice.

Place of Meeting	8014 SW 135 Street Road Ocala, FL 34473 or at such location as designated by the sole Shareholder
Date of Meeting	November 5 2018
Time of Meeting	Afternoon hours (may be conducted by telephoner)

Dated November 5 2018



Antony Gram, Manager
Alexandra International S.V.B.A.

ARTICLES OF MERGER
OF
CONQUISTADOR DEVELOPMENT CORP.
(a Florida corporation)
AND
THE DELTONA CORPORATION
(a Delaware corporation)

Pursuant to the provisions of Sections 607.1101, 607.1105 and 607.1107 of the Florida Business Corporation Act (the "FBCA") Conquistador Development Corp., a Florida corporation, and The Deltona Corporation, a Delaware corporation, adopt the following Articles of Merger for the purpose of merging Conquistador Development Corp., a wholly owned subsidiary of The Deltona Corporation, with and into The Deltona Corporation (the "Merger")

FIRST The name and jurisdiction of the surviving corporation is

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u> (if known/applicable)
The Deltona Corporation	Delaware	817237

SECOND The name and jurisdiction of each merging corporation is

<u>Name</u>	<u>Jurisdiction</u>	<u>Document No.</u> (if known/applicable)
Conquistador Development Corp.	Florida	L20103

THIRD The Plan of Merger is attached as Exhibit "A"

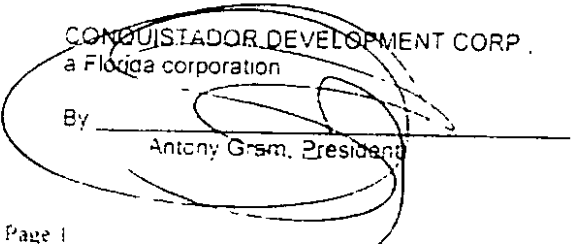
FOURTH The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State

FIFTH The Plan of Merger was adopted by the board of directors and the sole shareholder of the surviving corporation on November 5, 2018

SIXTH The Plan of Merger was adopted by the board of directors and the sole shareholder of the merging corporation(s) on November 5, 2018

SEVENTH SIGNATURES OF EACH CORPORATION

CONQUISTADOR DEVELOPMENT CORP.,
a Florida corporation

By 
Anthony Gram, President

STATE OF FLORIDA)

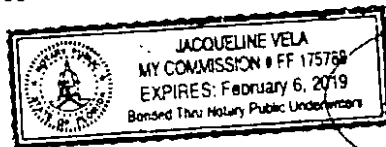
)SS

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged, sworn and attested before me this 5th day of November, 2018, by Antony Gram, as the President of Conquistador Development Corp, who is personally known to me or who has produced _____ as identification

NOTARY PUBLIC

My commission expires



THE DELTONA CORPORATION, a Delaware Corporation

By _____
Antony Gram, President

STATE OF FLORIDA)

)SS

COUNTY OF MIAMI-DADE)

The foregoing instrument was acknowledged, sworn and attested before me this 5th day of November, 2018, by Antony Gram, as the President of The Deltona Corporation, who is personally known to me or who has produced _____ as identification



NOTARY PUBLIC

My commission expires

The undersigned Secretary of Conquistador Development Corp. certifies that the foregoing were all duly approved by the sole shareholder and directors of Conquistador Development Corp.

Sharon Hummernhelm, Secretary of
Conquistador Development Corp
(SEAL)

The undersigned Secretary of The Deltona Corporation certifies that the foregoing were all duly approved by the sole shareholder and directors of The Deltona Corporation

Sharon Hummernhelm, Secretary of
The Deltona Corporation

(SEAL)