

F160000 03443

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

☐

MAIL

(Business Entity Name)

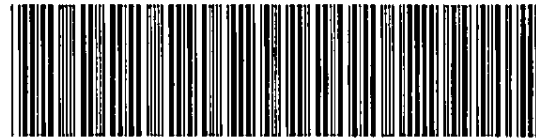
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11/29/17--01016--016 **35.00

S TALLENT
DEC 28 2017

FILED
17 DEC 22 PM 12:24
CLERK OF COURT
JANUARY 11 2018

Foreign prob
Amend W/C



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 30, 2017

JUSTIN ANSLOW, ESQ.
SHEPPARD MULLIN RICHTER & HAMPTON LLP
30 ROCKEFELLER PLAZA
NEW YORK, NY 10112

SUBJECT: FIRST HARVEST CORP.
Ref. Number: F16000003493

RECEIVED
17 DEC 22 PM 12:27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

A certificate or a document of similar import evidencing the amendment must be submitted with the application. The certificate should be authenticated as of a date not more than 90 days prior to delivery of the application to the Department of State by the Secretary of State or other official having custody of the records in the jurisdiction under the laws of which it is incorporated, formed, or organized. A translation of the certificate, under oath or affirmation of the translator, must be attached to a certificate which is not in English.

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.

Susan Tallent
Regulatory Specialist II

Letter Number: 017A00024158

RECEIVED
17 DEC 27
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



Sheppard Mullin Richter & Hampton LLP
30 Rockefeller Plaza
New York, NY 10112-0015
212.653.8700 main
212.653.8701 main fax
www.sheppardmullin.com

December 15, 2017

VIA U.S. MAIL

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attn: Susan Tallent, Regulatory Specialist II

Re: First Harvest Corp. (Letter No. 017A00024158)

Dear Ms. Tallent,

In response to your letter dated November 30, 2017, with respect to First Harvest Corp.'s Application by Foreign Profit Corporation (the "Application") to change the company's name from "First Harvest Corp." to "Arias Intel Corp." (the "Name Change"), attached are the following:

1. Articles of Merger filed with the State of Nevada on November 27, 2017; and
2. First page of the Application with Section II(4) completed.

Please note pursuant to page 5, Section 5 of the Articles of Merger, the name of the company was changed via an amendment to the company's Articles of Incorporation. In addition, please note pursuant to page 5, section 7 of the Articles of Merger, the Name Change became effective on December 1, 2017. If you require any additional information to process the Application or have any questions, please give me a call at (212) 653-8179.

Very truly yours,

Nazia J. Khan
for SHEPPARD, MULLIN, RICHTER & HAMPTON LLP

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: First Harvest Corp.

Name of Corporation

DOCUMENT NUMBER: F16000003493

The enclosed Amendment and fee are submitted for filing.

Please return all correspondence concerning this matter to the following:

Justin Anslow, Esq.

Name of Contact Person

Sheppard Mullin Richter & Hampton LLP

Firm/Company

30 Rockefeller Plaza

Address

New York, NY 10112

City/State and Zip Code

kevin@firstharvestcorp.com; mtoups@firstharvestfinancial.com

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

For further information concerning this matter, please call:

Justin Anslow, Esq.

Name of Contact Person

at (212) 653-8170

Area Code & Daytime Telephone Number

Enclosed is a check for the following amount:



\$35.00 Filing Fee



\$43.75 Filing Fee &
Certificate of Status



\$43.75 Filing Fee &
Certified Copy
(Additional copy is
enclosed)



\$52.50 Filing Fee,
Certificate of Status &
Certified Copy
(Additional copy is
enclosed)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

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

(Pursuant to s. 607.1504, F.S.)

SECTION I

F16000003493

(Document number of corporation (if known))

First Harvest Corp.

(Name of corporation as it appears on the records of the Department of State)

2 Nevada

(Incorporated under laws of)

3 08/04/2016

(Date authorized to do business in Florida)

SECTION II

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? December 1, 2017

5 Arias Intel Corp.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

(New jurisdiction)

8. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.

(Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Kevin Gillespie

(Typed or printed name of person signing)

President

(Title of person signing)

FILED
17 DEC 22 PM 12:24
DEPT. OF STATE
WASHINGTON, D.C.

STATE OF NEVADA

BARBARA K. CEGAVSKE
Secretary of State

KIMBERLEY PERONDI
*Deputy Secretary
for Commercial Recordings*



Commercial Recordings Division

202 N. Carson Street
Carson City, NV 89701-4201
Telephone (775) 584-5708
Fax (775) 684-7138

OFFICE OF THE
SECRETARY OF STATE

Certified Copy

November 28, 2017

Job Number: C20171127-1831
Reference Number: 00010814906-29
Expedite:
Through Date:

The undersigned filing officer hereby certifies that the attached copies are true and exact copies of all requested statements and related subsequent documentation filed with the Secretary of State's Office, Commercial Recordings Division listed on the attached report.

Document Number(s)	Description	Number of Pages
20170497086-04	Merge In	6 Pages/1 Copies



Respectfully,

Barbara K. Cegavske

Barbara K. Cegavske
Secretary of State

Certified By: Sandy Edwards
Certificate Number: C20171127-1831
You may verify this certificate
online at <http://www.nvsos.gov/>

Commercial Recording Division
202 N. Carson Street
Carson City, Nevada 89701-4201
Telephone (775) 684-5708
Fax (775) 684-7138



140105



BARBARA K. CEGAVSKE
 Secretary of State
 202 North Carson Street
 Carson City, Nevada 89701-4201
 (775) 684-5708
 Website: www.nvsos.gov

Filed in the office of <i>Barbara K. Cegavske</i>	Document Number 20170497086-04
Barbara K. Cegavske Secretary of State State of Nevada	Filing Date and Time 11/27/2017 12:53 PM
	Entity Number E0101292013-4

Articles of Merger
 (PURSUANT TO NRS 92A.200)
 Page 1

USE BLACK INK ONLY - DO NOT HIGHLIGHT

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Articles of Merger
(Pursuant to NRS Chapter 92A)

1) Name and jurisdiction of organization of each constituent entity (NRS 92A.200):

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article one.

Arias Intel Corp.

Name of **merging** entity

Nevada

Jurisdiction

Corporation

Entity type *

Name of **merging** entity

Jurisdiction

Entity type *

Name of **merging** entity

Jurisdiction

Entity type *

Name of **merging** entity

Jurisdiction

Entity type *

and,

First Harvest Corp.

Name of **surviving** entity

Nevada

Jurisdiction

Corporation

Entity type *

* Corporation, non-profit corporation, limited partnership, limited-liability company or business trust.

Filing Fee: \$350.00

This form must be accompanied by appropriate fees.



BARBARA K. CEGAVSKE
Secretary of State
202 North Carson Street
Carson City, Nevada 89701-4201
(775) 684-5708
Website: www.nvsos.gov

Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 2

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- 2) Forwarding address where copies of process may be sent by the Secretary of State of Nevada (if a foreign entity is the survivor in the merger - NRS 92A.190):

Attn:

c/o:

- 3) Choose one:

- ☒ The undersigned declares that a plan of merger has been adopted by each constituent entity (NRS 92A.200).
- ☐ The undersigned declares that a plan of merger has been adopted by the parent domestic entity (NRS 92A.180).

- 4) Owner's approval (NRS 92A.200) (options a, b or c must be used, as applicable, for each entity):

- ☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from the appropriate section of article four.

(a) Owner's approval was not required from

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or;

First Harvest Corp.

Name of **surviving** entity, if applicable



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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 3

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(b) The plan was approved by the required consent of the owners of *:

Arias Intel Corp.

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or,

Name of **surviving** entity, if applicable

* Unless otherwise provided in the certificate of trust or governing instrument of a business trust, a merger must be approved by all the trustees and beneficial owners of each business trust that is a constituent entity in the merger.



BARBARA K. CEGAVSKE
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 4

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(c) Approval of plan of merger for Nevada non-profit corporation (NRS 92A.160):

The plan of merger has been approved by the directors of the corporation and by each public officer or other person whose approval of the plan of merger is required by the articles of incorporation of the domestic corporation.

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

Name of **merging** entity, if applicable

and, or;

Name of **surviving** entity, if applicable



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Secretary of State
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Carson City, Nevada 89701-4201
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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 5

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5) Amendments, if any, to the articles or certificate of the surviving entity. Provide article numbers, if available. (NRS 92A.200)*:

Article 1

The name of the corporation is Arias Intel Corp.

6) Location of Plan of Merger (check a or b):

☐ (a) The entire plan of merger is attached;

or,

☒ (b) The entire plan of merger is on file at the registered office of the surviving corporation, limited-liability company or business trust, or at the records office address if a limited partnership, or other place of business of the surviving entity (NRS 92A.200).

7) Effective date and time of filing: (optional) (must not be later than 90 days after the certificate is filed)

Date: 12/01/2017

Time: 12:00 a.m.

* Amended and restated articles may be attached as an exhibit or integrated into the articles of merger. Please entitle them "Restated" or "Amended and Restated," accordingly. The form to accompany restated articles prescribed by the secretary of state must accompany the amended and/or restated articles. Pursuant to NRS 92A.180 (merger of subsidiary into parent - Nevada parent owning 90% or more of subsidiary), the articles of merger may not contain amendments to the constituent documents of the surviving entity except that the name of the surviving entity may be changed.



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Articles of Merger

(PURSUANT TO NRS 92A.200)

Page 6

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- 8) Signatures - Must be signed by: An officer of each Nevada corporation; All general partners of each Nevada limited partnership; All general partners of each Nevada limited-liability limited partnership; A manager of each Nevada limited-liability company with managers or one member if there are no managers; A trustee of each Nevada business trust (NRS 92A.230)*

☐ If there are more than four merging entities, check box and attach an 8 1/2" x 11" blank sheet containing the required information for each additional entity from article eight.

Arias Intel Corp.

Name of merging entity

X [Signature]
Signature

Chief Executive Officer
Title

11-27-17
Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

Name of merging entity

X

Signature

Title

Date

and,

First Harvest Corp.

Name of surviving entity

X [Signature]
Signature

Chief Executive Officer
Title

11-27-17
Date

* The articles of merger must be signed by each foreign constituent entity in the manner provided by the law governing it (NRS 92A.230). Additional signature blocks may be added to this page or as an attachment, as needed.

IMPORTANT: Failure to include any of the above information and submit with the proper fees may cause this filing to be rejected.

This form must be accompanied by appropriate fees.

SECRETARY OF STATE



NEVADA STATE BUSINESS LICENSE

ARIAS INTEL CORP.

Nevada Business Identification # NV20131122276

Expiration Date: February 28, 2018

In accordance with Title 7 of Nevada Revised Statutes, pursuant to proper application duly filed and payment of appropriate prescribed fees, the above named is hereby granted a Nevada State Business License for business activities conducted within the State of Nevada.

Valid until the expiration date listed unless suspended, revoked or cancelled in accordance with the provisions in Nevada Revised Statutes. License is not transferable and is not in lieu of any local business license, permit or registration.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on November 28, 2017

Barbara K. Cegavske

Barbara K. Cegavske
Secretary of State

You may verify this license at www.nvsos.gov under the Nevada Business Search.

License must be cancelled on or before its expiration date if business activity ceases.
Failure to do so will result in late fees or penalties which by law cannot be waived.