

H 53577

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
GEMI, CORP

Certificate of Status	0
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ARTICLES OF MERGER
of
GEMI PARTNERS, INC.
into
GEMI, CORP.

The following Articles of Merger are submitted in accordance with the Florida Business Corporation Act, pursuant to Florida Statute Section 607.1105.

First: The name and jurisdiction of the **Surviving** corporation is:

Name:	Jurisdiction:	Florida Document Number:
<u>Gemi, Corp.</u>	<u>Florida</u>	<u>H53577</u>

Second: The names and jurisdictions of each **Merging** corporation are:

Name:	Jurisdiction:	Florida Document Number:
<u>Gemi Partners, Inc.</u>	<u>Florida</u>	<u>153662</u>
<u>Gemi, Corp.</u>	<u>Florida</u>	<u>1153577</u>

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JACKSONVILLE, FLORIDA

Third: The Plan of Merger is attached hereto as **Exhibit "A"**.

Fourth: The merger shall become effective upon filing with the Secretary of State.

Fifth: Adoption of Merger by **Surviving** corporation –

The Plan of Merger was adopted and approved by unanimous consent of the board of directors of Gemi, Corp., the Surviving corporation, at a special meeting of the board of directors of Gemi, Corp. held on December 8, 2023.

Sixth: Adoption of Merger by **Merging** corporation –

The Plan of Merger was adopted and approved by unanimous consent of the board of directors of Gemi Partners, Inc., the non-surviving corporation, at a special meeting of the board of directors of Gemi Partners, Inc. held on December 8, 2023, and was adopted by all of the shareholders of Gemi Partners, Inc. by written consent on December 8, 2023.

GEMI, CORP.

Gemi Partners, Inc.

Michael J. Otrók
By: Michael J. Otrók
Its: President
Date: 12/8/2023

Michael J. Otrók
By: Michael J. Otrók
Its: President
Date: 12/8/2023

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Exhibit "A"
Plan of Merger

See attached.

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PLAN OF MERGER

8th THIS PLAN OF MERGER (the "Plan of Merger") is made and entered into this day of December, 2023, by and between GEMI, CORP., a Florida corporation (hereinafter referred to as "Surviving Corporation") and GEMI PARTNERS, INC., a Florida corporation (hereinafter referred to as the "Merged Corporation"). In this Plan of Merger, Surviving Corporation and Merged Corporation are sometimes individually referred to as the "Corporation" or collectively referred to as the "Corporations".

WITNESSETH:

WHEREAS, the Boards of Directors of the Corporations deem it advisable and in the best business interest of each of the Corporations that the Merged Corporation be merged with and into Surviving Corporation and that the Surviving Corporation merge the Merged Corporation with and into itself, and that pursuant to the merger, all authorized, issued and outstanding shares of Merged Corporation be cancelled and shall cease to exist in accordance with the terms and conditions hereinafter set forth; and

WHEREAS, the Board of Directors of the Corporations have adopted and approved this Plan of Merger in accordance with the applicable laws of the State of Florida; and

WHEREAS, all of the stockholders of the Surviving Corporation approved this Plan of Merger by written consent; and

WHEREAS, all of the stockholders of the Merged Corporation have approved this Plan of Merger by written consent.

NOW, THEREFORE, the Corporations, by and between themselves and their respective Boards of Directors, in consideration of the mutual covenants, agreements and provisions hereinafter contained, have agreed and do hereby agree each with the other that the Merged Corporation be merged with and into the Surviving Corporation and that the Surviving Corporation merge the Merged Corporation with and into itself pursuant to the provisions of the laws of the State of Florida, and do hereby agree upon and prescribe the terms and conditions of said merger and the mode of carrying the same into effect in the following Plan of Merger:

ARTICLE I – CORPORATIONS

A. Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, pursuant to Articles of Incorporation which were filed with the Department of State of the State of Florida on April 24, 1985. Surviving Corporation currently has an authorized capitalization of ten thousand (10,000) shares of stock, having

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a par value of One Cent (\$0.01) per share. As of the date of this Plan of Merger, one hundred (100) shares of stock are issued and outstanding.

B. Merged Corporation is a corporation organized and existing under the laws of the State of Florida, pursuant to Articles of Incorporation which were filed with the Department of State of the State of Florida on January 27, 1987. Merged Corporation has an authorized capitalization of seven hundred fifty thousand (750,000) shares of common capital stock, having a par value of One Cent (\$0.01) per share. As of the date of this Plan of Merger, one hundred thousand (100,000) shares of common stock are issued and outstanding.

ARTICLE II – MERGER

Merged Corporation shall be, and it hereby is, merged with and into Surviving Corporation, and Surviving Corporation shall, and it hereby does, merge Merged Corporation with and into itself. Surviving Corporation shall be the Surviving Corporation in the merger and shall be governed by the laws of the State of Florida, which state shall be its domicile. The principal office of the Surviving Corporation shall be located at Surviving Corporation's principal place of business, which as of the date hereof is 57 Retreat Place, Ponte Vedra Beach, Florida 32082.

ARTICLE III – EFFECTIVE DATE

The Articles of Merger shall be effective as of the date of filing with the State of Florida (the "Effective Date").

ARTICLE IV - CONVERSION OF OUTSTANDING CAPITAL STOCK

The manner and the basis of converting the outstanding shares of capital stock of each of the Corporations in the merger shall be as follows:

A. Upon the Effective Date of the merger, each issued and outstanding share of the common capital stock of the Surviving Corporation shall remain outstanding and shall be unchanged at and after the merger.

B. Upon the Effective Date of the merger, each share of common capital stock of the Merged Corporation that is issued and outstanding immediately prior to the Effective Date shall be exchanged for one (1) share of the Surviving Corporation and all authorized, but unissued shares of common capital stock of the Merged Corporation shall be cancelled and cease to exist, and no stock of the Surviving Corporation or other consideration shall be issued in exchange therefor.

C. All of the stockholders of the Merged Corporation have consented to this Plan of Merger, and there are no dissenting stockholders to the Plan of Merger who would be entitled to dissenter's rights or appraisal rights pursuant to Section 607.1302 of the Florida Statutes.

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ARTICLE V – OTHER TERMS AND CONDITIONS

The terms and conditions of the merger are as follows:

- A. Until altered, amended or repealed, the Bylaws of Surviving Corporation in effect on the Effective Date of the merger shall be the Bylaws of the Surviving Corporation.
- B. The officers and directors of Surviving Corporation on the Effective Date of the merger shall be and shall remain the officers and directors of the Surviving Corporation, holding their respective offices until their successors shall have been duly elected and qualify, unless they earlier die, resign or are removed, as the case may be.
- C. If at any time Surviving Corporation shall consider or be advised that any further assignments or assurances in law or any things are necessary or desirable to vest in the Surviving Corporation, according to the terms hereof, the title to property or rights of the Merged Corporation, the proper officers and directors of the Merged Corporation shall execute and make all such proper assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Corporation, or otherwise to carry out the intent or accomplish the purposes of this Plan of Merger.

ARTICLE VI – AMENDMENT OF PLAN OF MERGER

At any time before the Effective Date of the merger, this Plan of Merger may be amended by a writing signed by all of the parties hereto; provided, however, that such amendment must be approved in accordance with Article VIII below.

ARTICLE VII – ABANDONMENT OF PLAN OF MERGER

After the merger contemplated by this Plan of Merger is authorized, and at any time before Articles of Merger are filed by the Florida Department of State, this Plan of Merger may be abandoned (subject to any contractual rights) by the majority vote of the Board of Directors of a Corporation hereto in favor of abandoning the Plan of Merger.

ARTICLE VIII – APPROVALS

- A. This Plan of Merger has been approved and adopted by the Boards of Directors of each of the parties hereto in accordance with the Bylaws of the parties hereto and the laws of the State of Florida.
- B. This Plan of Merger has been approved and adopted by the unanimous written consent of the stockholders of the Merged Corporation, in accordance with Section 607.1103 of the Florida Statutes.

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C. This Plan of Merger has been approved and adopted by the unanimous written consent of the stockholders of the Surviving Corporation, in accordance with Section 607.1103 of the Florida Statutes.

ARTICLE IX - MISCELLANEOUS

A. The merger contemplated by this Plan of Merger is permitted by laws of the State of Florida in which the parties to this Plan of Merger are organized.

B. The appropriate officers of the Corporations shall cause this Plan of Merger to be filed by the Florida Department of State by filing Articles of Merger with the Florida Department of State and paying all fees and taxes required by the laws of the State of Florida.

C. The Corporations hereto agree to execute such documents and instruments and to take such further action as may be necessary or desirable to consummate the merger as contemplated herein.

D. This Plan of Merger shall be binding upon and inure to the benefit of the respective successors and permitted assigns of the parties hereto.

E. This Plan of Merger may be executed in separate counterparts, each of which, when so executed, shall be deemed to be an original, and such counterparts, when taken together shall constitute one and the same instrument.

F. This Plan of Merger shall in all respects be construed under and in accordance with the laws of the State of Florida applicable to contracts to be fully performed in the State of Florida, without giving effect to applicable choice of law principles.

G. The section and other headings contained in this Plan of Merger are for reference purposes only and shall not affect the meaning or interpretation of this Plan of Merger.

H. At any time prior to the Effective Date, the parties hereto may, by written agreement, extend time for performance of any of their obligations or other acts hereunder.

[Signatures appear on the following page]

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IN WITNESS WHEREOF, the Corporations have caused this Plan of Merger to be executed and acknowledged on the day and year as set forth above and have affixed their respective seals hereto.

GEMI, CORP.

GEMI PARTNERS, INC.

Michael J. Otrok
By: Michael J. Otrok
Its: President

Michael J. Otrok
By: Michael J. Otrok
Its: President

"Surviving Corporation"

"Merged Corporation"

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