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(Business Entity Name)

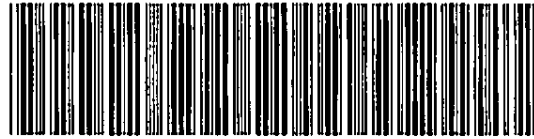
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2021 DEC 27 PM 4:50
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ARCADIA INTERNATIONAL CORPORATION

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

CARLOS OSORIO

Contact Person

OSORIO INTERNACIONAL P.A.

Firm/Company

175 SW 7TH STREET, SUITE 1900

Address

MIAMI, FL 33130

City/State and Zip Code

COSORIO@OSORIOINT.COM

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

For further information concerning this matter, please call:

XAVIER RUBIO

Name of Contact Person

At (**305**) **922-5022**

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

FILED

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Articles of Merger

The following Articles of Merger are submitted in accordance with Section 607.1105 of the
Florida Business Corporation Act (the "FBCA").

First:

The name and jurisdiction of the surviving corporation:

ARCADIA INTERNATIONAL
CORPORATION

FLORIDA
CORPORATION

DOCUMENT No. J40156

Second:

The name and jurisdiction of each merging corporation:

EXCELL CONSULTING L.L.C.

FLORIDA LLC

DOCUMENT No.
L0900059789

ARCADIA INTERNATIONAL
CORPORATION

FLORIDA
CORPORATION

DOCUMENT No. J40156

Third:

The plan of merger was approved by the members and the manager of EXCELL CONSULTING L.L.C. on 22 December, 2021.

The plan of merger was approved by the directors and the shareholder of ARCADIA INTERNATIONAL CORPORATION on 22 December, 2021.

Fourth:

The merger shall become effective on December 31, 2021 at 10:00 a.m.

Fifth:

The participation of EXCELL CONSULTING L.L.C. in the merger was duly authorized in accordance with its organic laws (Florida Revised Limited Liability Company Act).

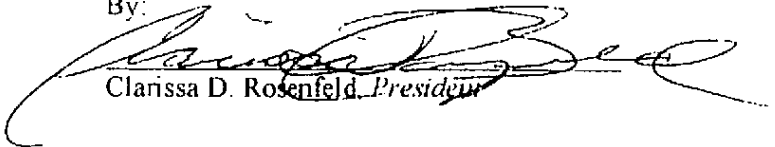
Sixth:

The undersigned corporation has caused this statement to be signed by a duly authorized officer or director who affirms, under penalties of perjury, that the facts stated above are true and correct.

Dated: 22 December, 2021

**ARCADIA INTERNATIONAL
CORPORATION**

By:


Clarissa D. Rosenfeld, *President*

Dated: 22 December, 2021

EXCELL CONSULTING L.L.C.

By:


Clarissa D. Rosenfeld, *Manager*

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between EXCELL CONSULTING L.L.C., a Florida limited liability company (the "Merging Company"), and ARCADIA INTERNATIONAL CORPORATION, a Florida corporation (the "Corporation"), for the purpose of merging the Merging Company with and into the Corporation (the "Merger").

NOW, THEREFORE, the Merging Company and the Corporation hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Sections 607.1101 and 607.1103 of the Florida Business Corporation Act (the "FBCA") and upon the terms and subject to the conditions herein.

1. **Merger.** At the Effective Date (as defined in Section 2) of the Merger, Merging Company shall be merged with and into the Corporation. The Corporation shall be the surviving entity of the Merger (hereinafter sometimes referred to as the "Surviving Corporation") and the separate corporate existence of Merging Company shall cease. The Merger was approved by the Merging Company in accordance with Chapter 605, Florida Statutes, and by the Corporation in accordance with Chapter 607, Florida Statutes. All members and managers of Merging Company and all directors and shareholders of the Corporation have consented to the Merger.

2. **Effective Date.** The Merger shall become effective on December 31, 2021 at 10:00 a.m. (the "Effective Date").

3. **Governing Documents.** The Articles of Incorporation of the Corporation (the "Articles of Incorporation"), as in effect immediately prior to the Effective Date shall constitute the Articles of Incorporation of the Surviving Corporation until thereafter amended in accordance with the provisions thereof and applicable law. The bylaws of the Corporation as in effect immediately prior to the Effective Date shall be the bylaws of the Surviving Corporation until thereafter changed or amended.

4. **Directors and Officers of the Surviving Corporation.** The persons who are the directors and officers of the Corporation immediately prior to the Effective Date shall constitute the directors and officers of the Surviving Corporation.

5. **Name and Address.** The name of the Surviving Corporation shall continue be ARCADIA INTERNATIONAL CORPORATION. The address of the Surviving Corporation shall continue to be 2600 S.W. 3rd Avenue, Miami, FL 33129.

6. **Registered Office and Registered Agent.** The location of the Registered Office of the Surviving Corporation shall continue to be 2600 S.W. 3rd Avenue, Miami, FL. The name of the Registered Agent of the Surviving Corporation shall be Osorio Internacional Registered Agents I.I.C.

7. Succession. At the Effective Date, the separate corporate existence of Merging Company shall cease, and the Surviving Corporation shall possess all rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of the Merging Company, and all property, real, personal, and mixed, and all debts due to Merging Company on whatever account and all other things in action, shall be vested in the Surviving Corporation.

8. Conversion of Membership Interest and Shares; Capitalization of Surviving Corporation; Dissenter's Rights. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

(a) All (100%) of the membership interest of Merging Company outstanding immediately prior to the Effective Date shall be converted into an ownership interest of equal value in the Surviving Corporation. No other membership interests in the Merging Company are outstanding at the time of the Merger.

(b) There are no dissenting members of the Merging Company or dissenting shareholders of the Corporation because all members of Merging Company and all shareholders of the Corporation have consented to this Agreement.

9. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

10. Further Assurances. If at any time the Surviving Corporation shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Surviving Corporation the title to any property or rights of the Merging Company or to otherwise carry out the provisions hereof, the proper officers and directors of the Merging Company, as of the Effective Date, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Surviving Corporation and to otherwise carry out the provisions hereof.

12. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

13. Approval. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, all of the members and managers of the Merging Company and by all of the shareholders and the Board of Directors of the Surviving Corporation.

14. Costs. All costs in connection with this Plan and Agreement will be paid by the Surviving Corporation.

15. Procedure. Each party will, in a timely manner, follow the procedures provided by Florida Law in connection with the statutory merger, including the filing of the appropriate

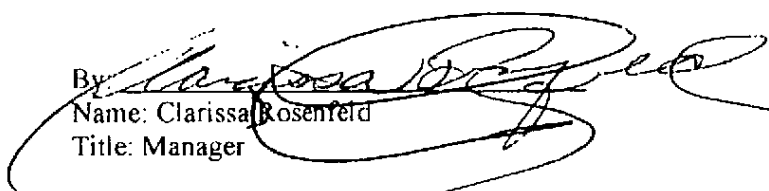
Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement.

16. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

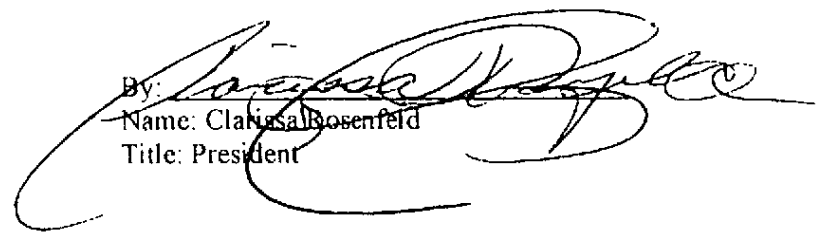
17. Headings. The headings of the several articles herein have been inserted for convenience for reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan and Agreement.

IN WITNESS HEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representative on December 22, 2021.

EXCELL CONSULTING LLC, a Florida limited liability company

By: 
Name: Clarissa Rosenfeld
Title: Manager

ARCADIA INTERNATIONAL CORPORATION, a Florida corporation

By: 
Name: Clarissa Rosenfeld
Title: President

**JOINT WRITTEN CONSENT ACTION OF
THE SHAREHOLDER
&
THE DIRECTORS
OF
ARCADIA INTERNATIONAL CORPORATION,
WITHOUT A MEETING**

THE UNDERSIGNED, being the sole shareholder (the "Shareholder") and all the Directors of ARCADIA INTERNATIONAL CORPORATION, a Florida corporation (the "Corporation"), acting pursuant to Sections 607.0704, 607.0821, and 607.1103 of the Florida Business Corporation Act, hereby take the following action without a meeting and hereby waive any notice to be given in connection therewith, and do hereby adopt the following resolutions:

WHEREAS, the Company desires to merge with EXCELL CONSULTING L.L.C., a Florida limited liability company (the "Merging Company"), with the Corporation as the Surviving Entity ("Surviving Entity"), as evidenced by that certain Plan and Agreement of Merger attached as Exhibit "A" hereto and made a part hereof (the "Merger"); and

WHEREAS, the Merging Company desires to execute the Merger and transfer all its possession, right, title and interest in all property, real and personal, and mixed and all debts to the Surviving Entity; and

WHEREAS, the Corporation desires to consummate the transactions contemplated by the Merger.

NOW, THEREFORE BE IT RESOLVED that the Directors of the Corporation and the sole Shareholder of the Corporation do hereby adopt, approve and consent to the Merger of the Corporation with the Merging Company, in accordance with the Plan and Agreement of Merger.

AND BE IT FURTHER RESOLVED that any director or officer of the Corporation, be and each hereby is, without any further action by the shareholders, authorized to execute and deliver on behalf of such Plan and Agreement of Merger and such other agreements, certificates and other documents and take all other actions, including but not limited to the distribution or cancellation of shares, and the filing of applications, documents and certificates with any governmental or other authority or any other person or persons as may be necessary or advisable in connection with the Merger referred to in the foregoing resolution and in such form and in accordance with such terms as such director or officer deem necessary or convenient.

Executed by the undersigned Shareholder and the Directors of ARCADIA INTERNATIONAL CORPORATION, on this 22 day of Dec 2021.

DIRECTORS:



CLARISSA D. ROSENFELD



DAVID ROSENFELD

SOLE SHAREHOLDER:



CLARISSA D. ROSENFELD

**JOINT WRITTEN CONSENT RESOLUTION OF
THE SOLE MEMBER
&
THE MANAGER
OF
EXCELL CONSULTING L.L.C.,
WITHOUT MEETING**

THE UNDERSIGNED, being the sole Member and the Manager of EXCELL CONSULTING L.L.C., a Florida limited liability company (the "Company"), acting pursuant to Sections 605.04073(4), 605.04073(2)(d), 605.04073(5), and 605.1023 of the Florida Revised Limited Liability Company Act, hereby take the following written action without a meeting and hereby waive any notice to be given in connection therewith, and do hereby adopt the following resolutions:

WHEREAS, the Company desires to merge with and into ARCADIA INTERNATIONAL CORPORATION, a Florida corporation (the "Surviving Corporation"), as evidenced by that certain Plan and Agreement of Merger attached as Exhibit "A" hereto and made a part hereof (the "Merger"); and

WHEREAS, the Company desires to execute the Merger and transfer all its possession, right, title and interest in all property, real and personal, and mixed and all debts to the Surviving Corporation; and

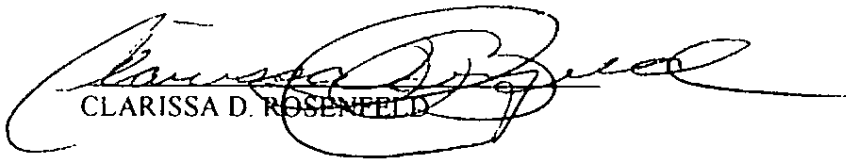
WHEREAS, the Company desires to consummate the transactions contemplated by the Merger.

NOW, THEREFORE BE IT RESOLVED that the sole Member and the Manager of the Company do hereby adopt, approve and consent to the Merger of the Company with the Surviving Corporation, in accordance with the Plan and Agreement of Merger.

AND BE IT FURTHER RESOLVED that any manager or member of the Company, be and each hereby is, authorized to execute and deliver on behalf of such Plan and Agreement of Merger and such other agreements, certificates and other documents and take all other actions, including but not limited to the distribution or cancellation of membership interests, and the filing of applications, documents and certificates with any governmental or other authority or any other person or persons as may be necessary or advisable in connection with the Merger referred to in the foregoing resolution and in such form and in accordance with such terms as such manager or member deem necessary or convenient.

Executed by the undersigned Member and the Manager of EXCELL CONSULTING L.L.C., on this 22 day of December 2021

MANAGER:


CLARISSA D. ROSENFELD

SOLE MEMBER:

CLARISSA D. ROSENFELD

