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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

9/23/16

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SAMLAP II, INC.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

STEPHEN A. BLASS

Contact Person

STEPHEN BLASS P.A.

Firm/Company

100 SE 2nd STREET, SUITE 2600

Address

MIAMI, FL 33131

City/State and Zip Code

sblass@blasslegalpa.com

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

For further information concerning this matter, please call:

STEPHEN BLASS

Name of Contact Person

At (305) 377-9353

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)
SAMLAP II, INC.	FLORIDA	K60124

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SAMLAP I, INC.	FLORIDA	K60127

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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 09 / 22 / 2016 (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 August 22, 2016.

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 August 22, 2016.

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

SAMLAP I, INC.

STEPHEN A. BLASS, DIRECTOR, PRESIDENT + Sec.

SAMLAP II, INC.

STEPHEN A. BLASS, DIRECTOR, PRESIDENT & Sec.

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

SAMLAP II, INC.

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

SAMLAP I, INC.

FLORIDA

Third: The terms and conditions of the merger are as follows:

SAMLAP I, INC. AND SAMLAP II, INC., FLORIDA CORPORATIONS, BOTH OF WHICH ARE WHOLLY OWNED BY THEIR SOLE STOCKHOLDER, PANAMER PROPERTY COMPANY LIMITED, AN IBC, WHICH ACTS AS A PURE HOLDING COMPANY FOR ITS LEGAL AND BENEFICIAL OWNER, A BONA FIDE NONRESIDENT ALIEN OF THE UNITED STATES. THIS STRUCTURE WAS CREATED IN ORDER TO AVOID UNNECESSARY EXPOSURE BY THE NONRESIDENT ALIEN TO FEDERAL ESTATE TAX LIABILITY. SAMLAP I HAS SOLD ITS SOLE UNDERLYING ASSET AND PRESENTLY MAINTAINS ONLY THE PROCEEDS OF SALE AND HAS NO INTENTION OF ENGAGING IN FURTHER BUSINESS OR INVESTMENT ACTIVITIES. ACCORDINGLY, SAMLAP I, INC. IS TO BE MERGED INTO SAMLAP II, INC. AS THE SURVIVING ENTITY, FOR THE PURPOSE OF SIMPLIFYING AND OTHERWISE REDUCING OR ELIMINATING DUPLICATE WORK AND EXPENSE AND SAMLAP II, INC. WILL CONTINUE ITS SEPARATE BUSINESS AND INVESTMENT ACTIVITIES AND WILL CONTINUE TO BE OWNED BY PANAMER PROPERTY COMPANY LIMITED.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation 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, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: Upon conclusion of the merger and consolidation, all assets of Samlap I will be received by Panamer as its parent corporation followed by Panamer's contribution of all assets received to the capital of Samlap II, following which (Attach additional sheets if necessary) Samlap I will be inactive as noted in the Plan of Merger.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows: