

K888 34

(Requestor's Name)

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(City/State/Zip/Phone #)

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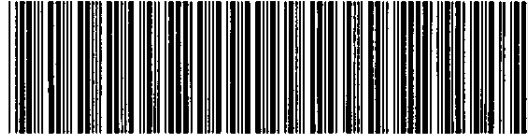
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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CLERK OF STATE
TALLAHASSEE, FLORIDA

AUG 17 2015
C. CARROTHERS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PEVONIA HOLDING CORP.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Mr. Christy F. Harris

Contact Person

Kinsey, Vincent, Pyle, P.L.

Firm/Company

150 S. Palmetto Avenue, Suite 300

Address

Daytona Beach, FL 32114

City/State and Zip Code

rob@pevonias.com

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

For further information concerning this matter, please call:

Christy F. Harris

Name of Contact Person

At (386) 252-1561

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

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ARTICLES OF MERGER

(Profit Corporations)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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)
PEVONIA HOLDING CORP.	Delaware	

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CPRO, INC.	Florida	K88834
PV LIGNE, INC.	Florida	S46007
CALIA, INC.	Florida	P00000112764

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 June 2, 2015.

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 June 2, 2015.

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

PEVONIA HOLDING CORP.

Connes

Philippe Hennessy, President

CALIA, INC.

Внес

Philippe Hennessy, President

CPRO, INC.

Burnes

Philippe Hennessy, President

PV LIGNE, INC.

Conner

Philippe Hennessy, President

PLAN OF MERGER

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 is PEVONIA HOLDING CORP., a Delaware Corporation whose Delaware Division of Corporations File Number is 4489763.

Second: The name and jurisdiction of each merging corporation are CPRO, INC, a Florida corporation, whose Document number is K88834; CALIA, INC., a Florida corporation whose Document number is P00000112764 and PV LIGNE, INC., a Florida corporation whose Document number is S46007 (collectively referred to as the "Constituent Corporations").

WHEREAS, the Board of Directors of each of the Constituent Corporations deems it advisable that the Florida Corporations named above be merged into PEVONIA HOLDING CORP., a Delaware Corporation, on the terms and conditions hereinafter set forth, in accordance with the applicable provisions of the statutes of the State of Delaware and the State of Florida, which permit such merger;

NOW, THEREFORE, in consideration of the agreements, covenants and provisions hereinafter contained, the Delaware Corporation, PEVONIA HOLDING CORP., and the Florida Corporations named above as Constituent Corporations, by their respective Shareholders and Boards of Directors, have agreed and do hereby agree, each with the other as follows:

ARTICLE I

The Delaware Corporation PEVONIA HOLDING CORP. and the Constituent Corporations named above shall be merged into the Delaware Corporation, PEVONIA HOLDING CORP. in accordance with applicable provisions of the laws of the State of Delaware and the State of Florida. PEVONIA HOLDING CORP., the Delaware Corporation, shall be the Surviving Corporation.

ARTICLE II

Upon the merger becoming effective as provided in the applicable laws of the State of Delaware and of the State of Florida (the time when the merger shall so become effective being sometimes herein referred to as the "EFFECTIVE DATE OF THE MERGER"):

1. The three merging Constituent Corporations shall be merged into a single Surviving Corporation, which shall be PEVONIA HOLDING CORP. and the separate

existence of CALIA, INC., CPRO, INC., and PV LIGNE, INC. shall cease except to the extent provided by the laws of the State of Florida in the case of a corporation after its merger into another corporation.

2. For accounting and tax purposes only, the effective date of the merger shall be March 31, 2015.

ARTICLE III

The Certificate of Incorporation of PEVONIA HOLDING CORP., on file with the Delaware Division of Corporations, shall not be amended in any respect by reason of this Agreement of Merger and shall continue as the Certificate of Incorporation of the Surviving Corporation.

ARTICLE IV

The consideration paid or manner of converting or contributing the outstanding shares of each of the Constituent Corporations shall be as follows: The stockholders of PEVONIA HOLDING CORP. are also the stockholders of CALIA, INC., CPRO, INC. and PV LIGNE, INC., and shall contribute their equity shares in each of the Constituent Corporations to PEVONIA HOLDING CORP. and the shares of the Constituent Corporations shall be cancelled forthwith.


ARTICLE VI

The Directors and Stockholders of the Surviving Corporation and the Constituent Corporations have joined in this Merger Agreement to evidence their approval of and consent to the terms of this Merger Agreement.

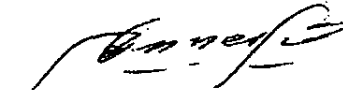
IN WITNESS WHEREOF, the Delaware Corporation and the Florida Corporations, pursuant to the approval and authority duly given by resolutions adopted by their respective Boards of Directors and approved by their Shareholders, have caused this Plan of Merger to be executed by an authorized officer of each of the Surviving Corporation and Constituent Corporations.

(SIGNATURES ON THE FOLLOWING PAGE)

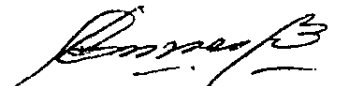
PEVONIA HOLDING CORP. (A Delaware Corporation)

BY: 
Philippe Hennessy, President

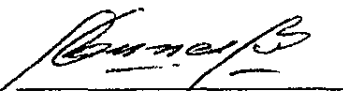
CALIA, INC. (A Florida Corporation)

BY: 
Philippe Hennessy, President

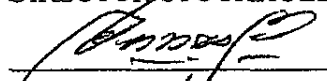
CPRO, INC. (A Florida Corporation)

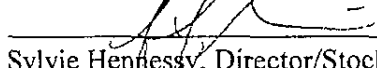
BY: 
Philippe Hennessy, President

PV LIGNE, INC. (A Florida Corporation)

BY: 
Philippe Hennessy, President

DIRECTOR/STOCKHOLDER CONSENT AND APPROVAL:

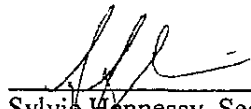

Philippe Hennessy, Director/Stockholder


Sylvie Hennessy, Director/Stockholder

I, Sylvie Hennessy, Secretary of PEVONIA HOLDING CORP., CALIA, INC., CPRO, INC. and PV LIGNE, INC. hereby certify, as such Secretary of the said corporations, that the Plan of Merger to which this certificate is attached, after having been first duly approved by the directors of the said corporations and signed on behalf of said corporations by an authorized officer of said corporations, was duly submitted to the stockholders of said corporations, by a written Consent Action in lieu of a meeting of said stockholders, for the purpose of considering and taking action upon said Agreement of Merger, that all of the outstanding shares of stock of PEVONIA HOLDING, INC., CALIA, INC., CPRO, INC. and PV LIGNE, INC., unanimously executed the Consent Action and voted in favor of said Agreement of Merger; no stockholder voted against or refused to consent to the Merger Agreement; and that thereby the Agreement of Merger was at duly adopted as the act of the directors and stockholders of said corporations.

WITNESS my hand on behalf of said PEVONIA HOLDING CORP. on this 2 day of JULY 2015.

By:


Sylvie Hennessy, Secretary