

DEC 27 2018

FLORIDA RESEARCH & FILING SERVICES, INC.

1211 CIRCLE DR

TALLAHASSEE, FL 32301

PH: 850-524-4381

PLEASE FILE THE ATTACHED MERGER FOR:

EVERWIN INVESTMENT, LLC

PLEASE RETURN CERTIFIED COPY

\*\*\* PLEASE NOTE EFFECTIVE DATE OF: 12/31/2018 \*\*\*

CK# 8113            FOR \$78.75

THANK YOU!

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** EVERWIN INVESTMENT, LLC

\_\_\_\_\_  
Name of Surviving Party

Please return all correspondence concerning this matter to:

Oscar I. Alfonso, Esq.

\_\_\_\_\_  
Contact Person

Oscar I. Alfonso & Associates, P.A.

\_\_\_\_\_  
Firm/Company

1000 Brickell Avenue, Suite 410

\_\_\_\_\_  
Address

Miami, Florida 33131

\_\_\_\_\_  
City, State and Zip Code

oscar@oialaw.com

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


For further information concerning this matter, please call:

Oscar I. Alfonso, Esq.

at ( 305 ) 376-0700

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code and Daytime Telephone Number

 Certified Copy (optional) \$8.75

**STREET ADDRESS:**  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**  
Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

FILED

2018 DEC 26 AM 8:47

SECRETARY OF STATE  
TALLAHASSEE, FL

**Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

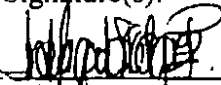
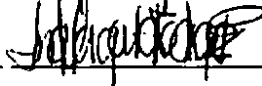
<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
EVERWIN INVESTMENT, LLC	Florida	Limited Liability Company
SOLARMAN HOLDINGS, INC.	Florida	Corporation

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
EVERWIN INVESTMENT, LLC	Florida	Limited Liability Company

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
EVERWIN INVESTMENT, LLC		Lina M. Rodriguez Peralta
SOLARMAN HOLDINGS, INC.		Lina M. Rodriguez Peralta

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
General Partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

## **PLAN OF MERGER**

The following plan of merger (the "Plan of Merger") is submitted in compliance with Title 36, Sections 605.1021-1026 of the Florida Business Limited Liability Company Act (the "Act") and Sections 607.1101- 11101 of the Florida Business Corporation Act (the "Corporation Act").

**First:** The exact name, type of entity, and jurisdiction of formation for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction of Formation</u>	<u>Form/Entity Type</u>
Everwin Investment, LLC	Florida	Limited Liability Company
Solarman Holdings, Inc.	Florida	Corporation

**Second:** The exact name, type of entity, and jurisdiction of formation for the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction of Formation</u>	<u>Form/Entity Type</u>
Everwin Investment, LLC	Florida	Limited Liability Company

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

1. The constituent entities, Solarman Holdings, Inc., a Florida corporation (the "Merging Corporation") and Everwin Investment, LLC, a Florida limited liability company (the "Surviving Company") shall, pursuant to the applicable provisions of the Act and the Corporation Act, be merged with and into a single entity, the Surviving Company. As of December 31, 2018 (the "Effective Date"), the Surviving Company shall continue to exist under its present name and the separate existence of the Merging Corporation shall cease in accordance with the provisions of the Act and the Corporation Act.

2. The Surviving Company exists before the merger, and the Articles of Organization of the Surviving Company upon the Effective Date of the merger shall be the Articles of Organization of the Surviving Company before the merger, and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Act.

3. Upon the Effective Date, the Surviving Company shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of each of the Surviving Company and the Merging Corporation, and all obligations belonging to or due to each of the Surviving Company and the Merging Corporation, all of which shall be vested in the Surviving Company without further act or deed. The Surviving Company shall be liable for all of the obligations of the Surviving Company and the Merging Corporation; any claim existing, or

action or proceeding pending, by or against the Surviving Company and the Merging Corporation, may be prosecuted to judgment, with right of appeal, as if the merger had not taken place, or the Surviving Company may be substituted in its place; and all the rights of creditors of each of the Surviving Company and the Merging Corporation shall be preserved unimpaired.

4. The name and business address of the Manager of the Surviving Company are: Lina Margarita Rodriguez Peralta; 215 Celebration PL, Suite 520 Celebration, FL 34747, whom shall hold her position until the election and qualification of her respective successor or until her tenure is otherwise terminated in accordance with the Operating Agreement of the Surviving Company.

5. The Member of the Surviving Company and the Shareholders of the Merging Corporation are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to the limitations set forth in the Act and the Corporation Act.

6. The Plan of Merger herein made and adopted shall be submitted to the Member of the Surviving Company and to the Shareholders of the Merging Corporation for its adoption or rejection in the manner prescribed by the provisions of the Act and the Corporation Act, and the merger of the Merging Corporation with and into the Surviving Company shall be authorized in the manner prescribed by Sections 605.1021-1026 of the Act and Sections 607.1101-11101 of the Corporation Act.

7. In the event that this Plan of Merger shall have been adopted by the Member of the Surviving Company and the Shareholders of the Merging Corporation in the manner prescribed by the provisions of the Act and the Corporation Act, and in the event that the merger of the Merging Corporation with and into the Surviving Company shall have been duly authorized in compliance with the Act and the Corporation Act, the Merging Corporation and the Surviving Company hereby stipulate that they shall cause to be executed and filed and/or recorded any documents or documents prescribed by the laws of the State of Florida, and that they shall cause to be performed all necessary acts therein and elsewhere to effectuate the merger subject, however, to any provision or provisions contained hereinafter for abandoning or amending this Plan of Merger.

8. The Manager or any other officer of the Surviving Company and the Director or any other officer of the Merging Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger herein provided for.

9. At any time before the Effective Date of the merger, this Plan of Merger may be terminated and the merger may be abandoned for any reason whatsoever by the Member of the Surviving Corporation or the Shareholders of the Merging Corporation, or by both, by the adoption of appropriate resolutions and written notification thereof to the other party to the merger, notwithstanding the approval of this Plan of Merger by the Member of the Surviving Corporation and the Shareholders of the Merging Corporation, or both. In the event of the termination of this Plan of Merger and the abandonment of the merger pursuant to the provisions of this section, this

Plan of Merger shall become void and have no effect, without any liability on the part of either of the constituent entities or their respective officers, directors, managers, shareholders in respect thereof, pursuant to the Act.

**Fourth:** The merger is permitted by the laws of Florida, under which the Merging Corporation and the Surviving Company are incorporated and formed, respectively, and the Merging Corporation and the Surviving Company comply with such laws in effecting the merger.

**Fifth:** Date of Registration of Articles of Organization and Articles of Incorporation. The Articles of Incorporation of the Merging Corporation were filed with the Department of the State of Florida on the 1<sup>st</sup> day of January, 2016 effective June 10, 2011. The Articles of Organization of the Surviving Company were filed with the Department of the State of Florida on the 14<sup>th</sup> day of July, 2011.

**Sixth:** Manner in which the Plan of Merger was authorized. This Plan of Merger was approved, ratified, and consented by written consent of the Shareholders of the Merging Corporation on the 21<sup>st</sup> day of December, 2018, and by written consent of the Members of the Surviving Company on the 21<sup>st</sup> day of December, 2018.

**IN WITNESS WHEREOF**, each of the undersigned entities has caused this Plan of Merger to be signed in their names by their duly authorized officers as of this 21<sup>st</sup> day of December 2018.

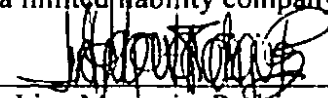
**MERGING CORPORATION:**

**SOLARMAN HOLDINGS, INC.**, a Florida corporation

By:   
Name: Lina Margarita Rodriguez Peralta  
Title: Director

**SURVIVING LIMITED LIABILITY COMPANY:**

**EVERWIN INVESTMENT, LLC**, a Florida limited liability company

By:   
Name: Lina Margarita Rodriguez Peralta  
Title: Manager



**WRITTEN CONSENT OF THE  
SOLE MEMBER OF  
EVERWIN INVESTMENT, LLC**

**THE UNDERSIGNED**, being the Sole Member of **EVERWIN INVESTMENT, LLC**, a Florida limited liability company ("Everwin"), pursuant to the provisions of the Florida Revised Limited Liability Company Act (the "Act"), does hereby consent that when the undersigned has signed this Written Consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting between the Member of Everwin and Everwin's officers, duly called and held for the purpose of acting upon proposals to adopt such resolutions.

**WHEREAS**, Everwin was first formed on July 14, 2011; and

**WHEREAS**, the undersigned believes that it is in the best interest of Everwin for it to be merged (the "Merger") with **SOLARMAN HOLDINGS, INC.**, a Florida corporation ("Solarman"), with Everwin being the surviving entity after the Merger.

**NOW THEREFORE, BE IT**

**RESOLVED**, that the undersigned hereby acknowledges, approves, confirms, and ratifies the Merger; and be it


**FURTHER RESOLVED**, that the form and content of the Plan of Merger, which sets forth the terms and conditions upon which the Merger is to be consummated, a copy of which is enclosed hereto as Exhibit 1, be, and it hereby is, adopted, approved, ratified, and confirmed and that the Member or any other officer of Everwin be, and each hereby is, authorized, empowered, and directed to execute and deliver such Plan of Merger, in substantially the form presented, with such amendments, additions, modifications, and corrections thereto as such officer may approve, such approval to be evidenced conclusively by his or her execution and delivery thereof; and be it

**FURTHER RESOLVED**, that the Member or any other officer of Everwin be, and each hereby is, authorized, empowered, and directed to execute, acknowledge, and file the Articles of Merger with the Department of State of the State of Florida, a copy of which is enclosed as Exhibit 2, in accordance with the provisions of Section 605.1025 of the Act, as well as any other document as may be required by the laws of the State of Florida, in order to cause the Merger to become effective in Florida; and be it

**FURTHER RESOLVED**, that in addition to and without limiting the foregoing, the proper officers of Everwin be, and each hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of Everwin, all such instruments and documents as he or she may deem appropriate in order to effect the purpose and intent of the foregoing resolutions and all action taken herein by the Member and agents of Everwin in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified, and confirmed in all respects as the act and deed of Everwin.

**IN WITNESS WHEREOF**, the undersigned, as the Sole Member of Everwin has duly executed this Written Consent on behalf of Everwin as of this 21<sup>st</sup> day of December, 2018.

**EVERWIN INVESTMENT, LLC**, a  
Florida limited liability company

By:   
Name: Lina Margarita Rodriguez Peralta  
Title: Director of Solarman Holdings, Inc.,  
Sole Member

**WRITTEN CONSENT OF THE  
SHAREHOLDERS OF  
SOLARMAN HOLDINGS, INC.**

**THE UNDERSIGNED**, being the Shareholders of **SOLARMAN HOLDINGS, INC.**, a Florida corporation (the "Corporation"), pursuant to the provisions of the Florida Business Corporation Act (the "Act"), do hereby consent that when the undersigned have signed this Written Consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting between the Shareholders and Board of Directors of the Corporation, duly called and held for the purpose of acting upon proposals to adopt such resolutions.

**WHEREAS**, the Corporation was first formed on June 10, 2011; and

**WHEREAS**, the undersigned believe that it is in the best interest of the Corporation for the Corporation to be merged (the "Merger") with Everwin Investment, LLC, a Florida limited liability company ("Everwin"), with Everwin being the surviving entity after the Merger.

**NOW THEREFORE, BE IT**

**RESOLVED**, that the undersigned hereby acknowledge, approve, confirm, and ratify the Merger; and be it

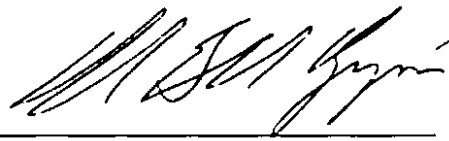
**FURTHER RESOLVED**, that the form and content of the Plan of Merger, which sets forth the terms and conditions upon which the Merger is to be consummated, a copy of which is enclosed hereto as Exhibit 1, be, and it hereby is, adopted, approved, ratified, and confirmed and that the President, Director, or any other officer of the Corporation be, and each hereby is, authorized, empowered and directed to execute and deliver such Plan of Merger, in substantially the form presented, with such amendments, additions, modifications, and corrections thereto as such officer may approve, such approval to be evidenced conclusively by his or her execution and delivery thereof; and be it


**FURTHER RESOLVED**, that the President, Director, or any other officer of the Corporation be, and each hereby is, authorized, empowered, and directed to execute, acknowledge, and file the Articles of Merger with the Department of State of the State of Florida, a copy of which is enclosed as Exhibit 2, in accordance with the provisions of Section 607.1105 of the Act, as well as any other document as may be required by the laws of the State of Florida, in order to cause the Merger to become effective in Florida; and be it

**FURTHER RESOLVED**, that in addition to and without limiting the foregoing, the proper officers of the Corporation be, and each hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of the Corporation, all such instruments and documents as he or she may deem appropriate in order to effect the purpose and intent of the foregoing resolutions and all action taken herein by the officers and agents of the Corporation in connection with the subject of the

foregoing recitals and resolutions be, and it hereby is, approved, ratified, and confirmed in all respects as the act and deed of the Corporation.

**IN WITNESS WHEREOF**, the undersigned, being the Shareholders of the Corporation have duly executed this Written Consent on behalf of the Corporation as of this 21<sup>st</sup> day of December, 2018.

By:   
Name: Carlos Eduardo Guzman Suarez  
Title: Shareholder

By:   
Name: Lina Margarita Rodriguez Peralta  
Title: Shareholder