

U1000258211

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

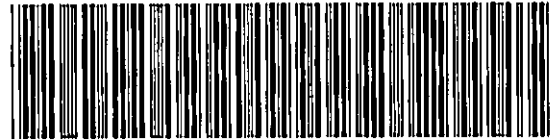
(Business Entity Name)

(Document Number)

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FILED
18 DEC 14 AM 9:23
COUNTY OF ST. LOUIS
MISSOURI

DEC 19 2018
S. YOUNG

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LANCIANO INVESTMENTS LLC
Name of Surviving Party

Please return all correspondence concerning this matter to:

IRMA GOMEZ

Contact Person

JORGE L. GURIAN, P.A.

Firm/Company

1805 PONCE DE LEON BLVD., SUITE 400

Address

CORAL GABLES, FL 33134

City, State and Zip Code

JGURIAN@GURIANLAW.COM


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

For further information concerning this matter, please call:

IRMA GOMEZ

Name of Contact Person

at (305) 931-0541
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

**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>
LANCIANO INVESTMENTS LLC	FLORIDA	Limited Liability Company
BALANCAN, S.A.	PANAMA	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>
LANCIANO INVESTMENTS 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.

FILED
18 DEC 14 AM 8:23
TALLAHASSEE, FLORIDA

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

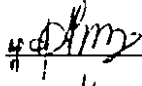

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
LANCIANO INVESTMENTS LC		NICOLAS ESCALLON
BALANCAN, S.A.		NICOLAS ESCALLON

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

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>
LANCIANO INVESTMENTS LLC	FLORIDA	Limited Liability Company
BALANCAN, S.A.	PANAMA	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>
LANCIANO INVESTMENTS LLC	FLORIDA	Limited Liability Company

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

Each share of the \$1.00 one stock of BALANCAN, S.A. (the absorbed corporation) issued and outstanding on the effective date of this merger, shall be converted into equivalent interest of the surviving limited liability company.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each share of the \$1.00 one stock of BALANCAN, S.A. (the absorbed corporation) issued and outstanding

on the effective date of this merger, shall be converted into equivalent interest of the surviving limited

liability company.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

TITLE: MANAGER

NICOLAS ESCALLON

1805 PONCE DE LEON BLVD., SUITE 400 CORAL GABLES, FL 33134

TITLE: MANAGER

MARIA CAROLINA ACOSTA

1805 PONCE DE LEON BLVD., SUITE 400 CORAL GABLES, FL 33134

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L17000258211
FILED 8:00 AM
December 19, 2017
Sec. Of State
nculligan

Article I

The name of the Limited Liability Company is:

LANCIANO INVESTMENTS LLC

Article II

The street address of the principal office of the Limited Liability Company is:

1805 PONCE DE LEON BLVD
SUITE 400
CORAL GABLES, FL. US 33134

The mailing address of the Limited Liability Company is:

1805 PONCE DE LEON BLVD
SUITE 400
CORAL GABLES, FL. US 33134

Article III

The name and Florida street address of the registered agent is:

JLG CORPORATE SERVICES INC.
1805 PONCE DE LEON BLVD
SUITE 400
CORAL GABLES, FL. 33134

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: JORGE L. GURIAN, ESQ.

Article IV

L17000258211
FILED 8:00 AM
December 19, 2017
Sec. Of State
nculligan

The name and address of person(s) authorized to manage LLC:

Title: MGR
NICOLAS ESCALLON
1805 PONCE DE LEON BLVD., SUITE 400
CORAL GABLES, FL. 33134 US

Title: MGR
MARIA CAROLINA ACOSTA
1805 PONCE DE LEON BLVD., SUITE 400
CORAL GABLES, FL. 33134 US

Signature of member or an authorized representative

Electronic Signature: JORGE L. GURIAN, ESQ.

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.

Public Registry of Panama

No. 1629522

SIGNED BY: ZUGEY MEILYN AGREDO PIANETTA

(Sgd.) Zugey M. Agredo

DATE: 2018.12.03 19:27:41 -05:00

PURPOSE: ADVERTISING APPLICATION

LOCATION: PANAMA, PANAMA

This document has been signed by means of electronic signature authorized by ZUGEY MEILYN AGREDO PIANETTA.



The authenticity of this document can be verified in the web Verification Service: <https://www.registro-publico.gob.pa>

LEGAL PERSON CERTIFICATE

IN VIEW OF APPLICATION

486238/2018 (0) DATED 03/12/2018

THAT THE CORPORATION

BALANCAN, S.A.

TYPE OF CORPORATION: CORPORATION

IS REGISTERED AT (MERCANTILE) FOLIO N°19077 (S) AS OF MONDAY, OCTOBER 31st, 1977.

- THAT THE CORPORATION IS IN GOOD STANDING

- THAT ITS OFFICES ARE:

SUBSCRIBER: MARIANO JESUS OTEIZA

SUBSCRIBER: DOMINGO DÍAZ AROSEMENA

RESIDENT AGENT: ICAZA, GONZALEZ RUIZ & ALEMAN

DIRECTOR/PRESIDENT: JULIA EMILIANI DE PIEDRAHITA

DIRECTOR/SECRETARY: NICOLAS ESCALLON EMILIANI

DIRECTOR/VICE-PRESIDENT: ANGELA ESCALLON EMILIANI

DIRECTOR/TREASURER: ALVARO ESCALLON EMILIANI

- THAT THE LEGAL REPRESENTATION SHALL BE EXERCISED BY:

- THAT ITS CAPITAL IS OF 10,000.00 UNITED STATES DOLLARS
THE AUTHORIZED CAPITAL OF THE CORPORATION SHALL BE OF TEN THOUSAND DOLLARS (U.S. \$10,000.00), DIVIDED INTO ONE THOUSAND (1,000) SHARES WITH A NOMINAL VALUE OF TEN DOLLARS (U.S.\$10.00) EACH.
SHARES MAY BE ISSUED TO THE BEARER OR AS REGISTERED SHARES.
SHARES: REGISTERED OR BEARER SHARES

- THAT ITS DURATION IS PERPETUAL

- THAT ITS DOMICILE IS PANAMA, DISTRICT OF PANAMA, PROVINCE OF PANAMA

ENTRIES SUBMITTED WHICH ARE UNDER PROCESS

THERE ARE NO PENDING ENTRIES.

CUSTODY REGIME: PURSUANT TO THE INFORMATION RECORDED IN THIS REGISTRY, THE CORPORATION SUBJECT OF THIS CERTIFICATE HAS NOT ADHERED TO THE CUSTODY REGIME.

ISSUED IN THE PROVINCE OF PANAMA, ON MONDAY, DECEMBER 3rd, 2018 AT 06:27 PM.

NOTE: FEES IN THE AMOUNT OF 30.00 BALBOAS WERE PAID FOR THIS CERTIFICATION.

Electronic identifier: CD7BAA82-068E-49A1-9B5F-3F389E0D6EC5

Public Registry of Panama - Via España, facing San Fernando Hospital -

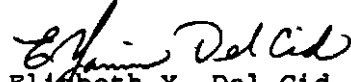
P.O. Box 0830-1596 Panama, Republic of Panama (507) 501-6000

CERTIFICATE OF ACCURACY

The undersigned, ELIZBETH Y. DEL CID, hereby certifies:

1. That she is a Certified Public Translator for the Republic of Panama, of the Spanish and English languages and is thoroughly conversant in both languages;
2. That the foregoing document is an English translation carefully made by her of a Certificate of Good Standing issued by the Public Registry Office of Panama of the corporation named BALANCAN, S.A.
3. That said translation is a true and correct English version of said Certificate of Good Standing to the best of her knowledge and belief.

Panama, December 5th, 2018


Elizabeth Y. Del Cid
I.D. No. 8-455-287

Elizabeth Y. Del Cid
Certified Public Translator
Resolution No. 496 of December 14th, 2004
of English-Spanish and vice-versa
Ministry of Education

PANAMA, REPUBLIC OF PANAMA

CERTIFICATE OF INCUMBENCY

We, **ICAZA, GONZALEZ-RUIZ & ALEMAN**, Registered Agent in the Republic of Panama of **BALANCAN S.A.**, a company organized under the laws of the Republic of Panama ("the Company"), do hereby certify that:

- (a) **The Company is validly incorporated** under the laws of the Republic of Panama and is in existence.
- (b) **The Company was organized** by means of Public Deed No. 6,913 dated October 25, 1977, Notary Public Second of the Circuit of Panama, and registered at Microjacket 19077, Roll 896, Frame 0392, on October 31, 1977.
- (c) **The Directors and Officers of the Company as of this date are:**

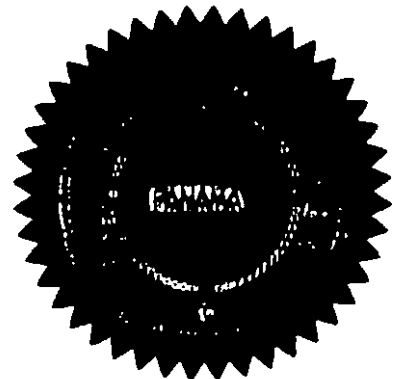
<u>Name:</u>	<u>Office:</u>
JULIA EMILIANI DE PIEDRAHITA	Director - President
ALVARO ESCALLON EMILIANI	Director - Treasurer
NICOLAS ESCALLON EMILIANI	Director - Secretary
ANGELA ESCALLON EMILIANI	Director-Vice-President
- (d) **Capital.** The capital of the Company is **TEN THOUSAND DOLLARS (\$10,000.00)**, legal currency of the United States of America, divided into **ONE THOUSAND (1,000)** shares with a par value of **TEN DOLLARS (\$10.00)**, legal currency of the United States of America, each.
- (e) **The Registered Agent and address** of the company is **ICAZA, GONZALEZ-RUIZ & ALEMAN**, at Calle Aquilino de la Guardia No. 8, Panama City, Republic of Panama.

Dated in the City of Panama, Republic of Panama, on **December 6, 2018**.

By: **ICAZA, GONZALEZ-RUIZ & ALEMAN**



Roberto R. Alemán H.





Registro Público de Panamá

No. 1629522

FIRMADO POR: ZUGEY MEILYN
AGREDO PLANETTA
FECHA: 2018.12.03 18:27:41 -05:00
MOTIVO: SOLICITUD DE PUBLICIDAD
LOCALIZACION: PANAMA, PANAMA

Zugay M. Agredo

Este documento ha sido firmado con firma electrónica calificada por ZUGEY MEILYN AGREDO PLANETTA



La autenticidad de este documento puede ser verificada en el Servicio Web de Verificación: <https://www.registro-publico.gob.pa/>

CERTIFICADO DE PERSONA JURÍDICA

CON VISTA A LA SOLICITUD

486238/2018 (0) DE FECHA 03/12/2018

QUE LA SOCIEDAD

BALANCAN, S.A.

TIPO DE SOCIEDAD: SOCIEDAD ANONIMA

SE ENCUENTRA REGISTRADA EN (MERCANTIL) FOLIO Nº 19077 (S) DESDE EL LUNES, 31 DE OCTUBRE DE 1977

- QUE LA SOCIEDAD SE ENCUENTRA VIGENTE

- QUE SUS CARGOS SON:

SUSCRIPTOR: MARIANO JESUS OTEIZA

SUSCRIPTOR: DOMINGO DIAZ AROSEMENA

AGENTE RESIDENTE: ICAZA, GONZALEZRUIZ & ALEMAN

DIRECTOR / PRESIDENTE: JULIA EMILIANI DE PIEDRAHITA

DIRECTOR / SECRETARIO: NICOLAS ESCALLON EMILIANI

DIRECTOR / VICEPRESIDENTE: ANGELA ESCALLON EMILIANI

DIRECTOR / TESORERO: ALVARO ESCALLON EMILIANI

- QUE LA REPRESENTACIÓN LEGAL LA EJERCERÁ:

- QUE SU CAPITAL ES DE 10,000.00 DÓLARES AMERICANOS

EL CAPITAL AUTORIZADO DE LA SOCIEDAD SERA DE DIEZ MIL DOLARES (EE.UU.\$ 10,000.00), DIVIDIDO EN MIL (1,000) ACCIONES DE UN VALOR NOMINAL DE DIEZ DOLARES (EE.UU.\$10.00) CADA UNA. LAS ACCIONES PODRAN EMITIRSE AL PORTADOR O EN FORMA NOMINATIVA.

ACCIONES: NOMINATIVAS O AL PORTADOR

- QUE SU DURACIÓN ES PERPETUA

- QUE SU DOMICILIO ES PANAMÁ, DISTRITO PANAMÁ, PROVINCIA PANAMÁ

ENTRADAS PRESENTADAS QUE SE ENCUENTRAN EN PROCESO

NO HAY ENTRADAS PENDIENTES.

RÉGIMEN DE CUSTODIA: CONFORME A LA INFORMACIÓN QUE CONSTA INSCRITA EN ESTE REGISTRO, LA SOCIEDAD OBJETO DEL CERTIFICADO NO SE HA ACOGIDO AL RÉGIMEN DE CUSTODIA.

EXPEDIDO EN LA PROVINCIA DE PANAMÁ EL LUNES, 03 DE DICIEMBRE DE 2018 A LAS 06:27 PM.

NOTA: ESTA CERTIFICACIÓN PAGÓ DERECHOS POR UN VALOR DE 30.00 BALBOAS