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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : GEOFFREY M. WAYNE, P.A.
Account Number : 076770003401
Phone : (305)381-8108
Fax Number : (305)381-8109

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: mmm@fase3.com.mx

MERGER OR SHARE EXCHANGE

UNITED WH LLC

Certificate of Status	0
Certified Copy	0
Page Count	08
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July 10, 2024

FLORIDA DEPARTMENT OF STATE
Division of Corporations

UNITED WH LLC
19790 W. DIXIE HWY, PH2
AVENTURA, FL 33180US

SUBJECT: UNITED WH LLC
REF: L23000330888

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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Annette Ramsey
OPS

FAX Aud. #: H24000227916
Letter Number: 324A00014894

P.O BOX 6327 - Tallahassee, Florida 32314

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: UNITED WH LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Cindy E. Calderon

Contact Person

Geoffrey M. Wayne, P.A.

Firm/Company

135 San Lorenzo Ave., PH 840

Address

Coral Gables, FL 33146

City, State and Zip Code

mmm@fase3.com.mx

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

For further information concerning this matter, please call:

Cindy E. Calderon at (305) 381-8108

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

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

CR2E080 (2/20)

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**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 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>
621-38742 E AND DD LLC	Florida	Limited liability company
TOTAL WH CORP.	Florida	Corporation
821-1033916		

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>
UNITED WH LLC	Florida	Limited liability company
623-330888		

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.

☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.

☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

SIXTH: If other than the date of filing, the delayed 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:

SEVENTH: Signature(s) for Each Party:

Signature(s):

TOTAL WH CORP.

Declassified by: [redacted]
 ADFB222208B4
 Declassified by: [redacted]
 ADFB222208B4
 Declassified by: [redacted]
 ADFB222208B4
 Declassified by: [redacted]
 ADFB222208B4

Typed or Printed
Name of Individual:

Miquel Mizrahi

Signature of an authorized person

\$35.00
\$25.00
\$30.00

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AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger, dated May 14, 2024, between UNITED WH LLC, a Florida limited liability company, which elected to be treated as an S corporation for U.S. tax purposes, (herein sometimes referred to as the "Surviving Company") and E AND DD LLC, a Florida limited liability company, which elected to be treated as an S corporation U.S. tax purposes, and TOTAL WH CORP., a Florida corporation, which elected to be treated as an S corporation U.S. tax purposes (herein sometimes referred to individually as a "Non-Surviving Company" and collectively as the "Non-Surviving Companies").

WHEREAS, UNITED WH LLC is a limited liability company organized and existing under and by virtue of the laws of the State Florida;

WHEREAS, E AND DD LLC is a limited liability company organized and existing under and by virtue of the laws of the State Florida;

WHEREAS, TOTAL WH CORP. is a corporation organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, Esther Mizrahi Sevilla is the Sole Member of UNITED WH LLC and E AND DD LLC and Sole Shareholder of TOTAL WH CORP.;

WHEREAS, UNITED WH LLC has determined that certain operational efficiencies and resulting cost savings may be obtained by combining the operations of UNITED WH LLC, E AND DD LLC and TOTAL WH CORP. into a single legal entity;

WHEREAS, such combination can be accomplished as a tax-free statutory merger under the Internal Revenue Code § 368(a)(1)(A);

WHEREAS, the Florida Statutes § 605.1021 provides one or more domestic limited liability companies may merge with one or more domestic or foreign entities into a domestic or foreign surviving entity;

WHEREAS, the Florida Statutes § 607.1101(2) provides that a domestic eligible entity that is not a corporation may be a party to a merger with a domestic corporation, or may be created as the survivor in a merger in which a domestic corporation is a party; and

WHEREAS, the Sole Member of UNITED WH LLC and E AND DD LLC and Sole Shareholder of TOTAL WH CORP., deems it desirable and in her best interests that the Non-Surviving Companies be merged into the Surviving Company;

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NOW, THEREFORE, in consideration of the foregoing and the mutual promises and covenants, and subject to the conditions herein set forth, UNITED WH LLC, E AND DD LLC and TOTAL WH CORP. agree as follows:

1. The constituent entities are UNITED WH LLC, E AND DD LLC and TOTAL WH CORP.

2. The surviving entity shall be UNITED WH LLC.

3. As to the constituent entities, the designation and number of membership interests and shares of stock, are as follows:

UNITED WH LLC

Membership interest:

Designation	Number	Member
Membership Units	--100--	Esther Mizrahi Sevilla

E AND DD LLC

Membership interest:

Designation	Number	Member
Membership Units	--100--	Esther Mizrahi Sevilla

TOTAL WH CORP.

Shares of stock:

Designation	Number	Member
Shares	--1000--	Esther Mizrahi Sevilla

All one hundred (100) membership interest units of E AND DD LLC shall be converted into one hundred (100) membership interest units of UNITED WH LLC. Similarly, all one thousand (1000) shares of TOTAL WH CORP. shall be converted into one hundred (100) membership interest units of UNITED WH LLC. As a result, there will be a total of three hundred (300) membership interest units of UNITED WH LLC, all of which shall be held by Esther Mizrahi Sevilla.

4. Upon the merger, the separate existence of E AND DD LLC and TOTAL WH CORP. shall cease and UNITED WH LLC shall become the owner, without other transfer, of all the rights and property of the Non-Surviving Companies, and the Surviving Company shall remain or become subject to all the liabilities, obligations and penalties of

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the constituent entities. Notwithstanding the previous sentence, in the event that the transfer of any asset or the assumption of any liability of the Non-Surviving Companies is made through a separate document, all such documents shall be executed and effective, and the transfer or assumption shall be completed during the taxable year of the merger.

5. The purposes, location of the principal office for the transaction of business and member of the Surviving Company shall be as they appear in the organizational documents of the Surviving Company.

6. The Operating Agreement of UNITED WH LLC, as in effect on the effective date of the merger, shall be the Operating Agreement of the Surviving Company until the same shall be altered, amended or repealed.

7. The name and address of the managers of UNITED WH LLC who shall hold offices until such time as their successors shall be appointed by the Member of the Surviving Company is as follows:

Miguel Mizrahi Mussali

19790 W. DIXIE HWY, PH2
AVENTURA, FL 33180

8. Neither the Non-Surviving Companies nor the Surviving Company, shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

9. Each party to the merger shall bear its own costs and expenses attributable thereto.

10. Although the transaction described in this Agreement and Plan will take the form of a merger under the laws of the state of Florida, it will be treated for Federal income tax purposes as a tax-free statutory merger.

11. This Agreement and Plan is approved by the Sole Member of UNITED WH LLC and E AND DD LLC and Sole Shareholder of TOTAL WH CORP.

This Agreement and Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be executed by their respective members and shareholders, and have caused their respective company seals to be impressed hereon effective this 14th day of May, 2024.

UNITED WH LLC, a Florida
limited liability company

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DocuSigned by:
ESTHER MIZRAHI
By: AC72A56DCFE7E4CB
Esther Mizrahi Sevilla, its Sole
Member

E AND DD LLC, a Florida limited
liability company

DocuSigned by:
ESTHER MIZRAHI
By: AC72A56DCFE7E4CB
Esther Mizrahi Sevilla, its Sole
Member

TOTAL WH CORP., a Florida
corporation

DocuSigned by:
ESTHER MIZRAHI
By: AC72A56DCFE7E4CB
Esther Mizrahi Sevilla, its Sole
Shareholder

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