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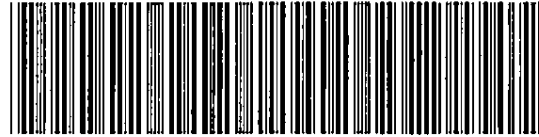
(Business Entity Name)

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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 981434 4303929

AUTHORIZATION :

COST LIMIT : \$ 704.00

ORDER DATE : December 26, 2017

ORDER TIME : 3:08 PM

ORDER NO. : 981434-005

CUSTOMER NO: 4303929

ARTICLES OF MERGER

BELLINGSHAUSEN SEA INVESTO
COMPANY CORP.

INTO

DOMH INTERNATIONAL, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

FOR

FLORIDA CORPORATION

DEC 26 PM 4:36

The following Articles of Merger are submitted to merge the following Florida corporations in accordance with Section 607.1105, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction of the **merging** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Bellingshausen Sea Investo Company Corp.	Florida	Corporation

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Domh International, Inc.	Florida	Corporation

THIRD: The attached Plan of Merger was adopted by the shareholders and the board of directors of the surviving corporation on December 26, 2017.

FOURTH: The attached Plan of Merger was adopted by the sole shareholder and the board of directors of the merging corporation on December 26, 2017.

FIFTH: The Articles of Incorporation of the surviving corporation shall be its Articles of Incorporation.

SIXTH: The merger is to become effective as of **December 31, 2017**.

SEVENTH: The Plan of Merger is on file at 21150 N.E. 38 Avenue, Suite 904, Aventura, FL 33180, the office of the surviving corporation.

EIGHTH: A copy of the Plan of Merger will be furnished by the surviving corporation upon request, without cost, to any member of the merging and surviving corporation.

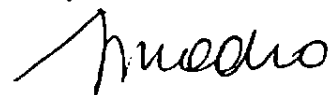
[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, said surviving corporation has caused these Articles of Merger to be signed by all of the members of the Board of Directors on this 26th day of December 2017.

**BELLINGSHAUSEN SEA INVESTO
COMPANY CORP.**, a Florida corporation

By: 
Name: Nestore Scodro
Title: Director

DOMH INTERNATIONAL, INC., a
Florida corporation

By: 
Name: Nestore Scodro
Title: Director

**AGREEMENT AND PLAN OF MERGER
MERGING BELLINGSHAUSEN SEA INVESTO COMPANY CORP.
WITH AND INTO DOMH INTERNATIONAL, INC.**

THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger"), entered into on December 26, 2017, is made by **BELLINGSHAUSEN SEA INVESTO COMPANY CORP.**, a corporation organized and existing under the laws of Florida ("BELLINGSHAUSEN"), and **DOMH INTERNATIONAL, INC.**, a Florida corporation and a wholly owned subsidiary of BELLINGSHAUSEN ("DOMH").

WHEREAS, BELLINGSHAUSEN and DOMH desire to effect the statutory merger of BELLINGSHAUSEN with and into DOMH pursuant to the Act, with DOMH to survive such merger;

WHEREAS, BELLINGSHAUSEN and DOMH have adopted and approved this Plan of Merger in accordance with Sections 607.1103 and 607.1107 of the Florida Business Corporation Act (the "Act"); and

WHEREAS, the parties hereto intend that the transactions described in this Plan of Merger shall, taken together, constitute a tax-free reorganization described in section 368(a)(1) of the Internal Revenue Code of 1986, as amended (the "Code"), the Treasury Regulations promulgated thereunder (the "Regulations"), and the administrative pronouncements of the Internal Revenue Service and court decisions thereunder, and that this Plan of Merger shall constitute a "plan of reorganization" within the meaning of Sections 1.368-2(g) and 1.368-3(a) of the Regulations.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits provided, it is agreed by and between the parties hereto as follows:

1. **Terms and Conditions of Merger.** BELLINGSHAUSEN shall, pursuant to the provisions of the Act, be merged with and into DOMH (the "Merger"), which shall continue to exist pursuant to the laws of the State of Florida. Upon the Effective Date (as set forth in paragraph 3), the existence of BELLINGSHAUSEN shall cease. On the Effective Date, the corporate existence of DOMH, with its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger, and as the surviving corporation it shall succeed to all the rights, assets, liabilities and obligations of BELLINGSHAUSEN as and to the extent provided in Section 607.1106 of the Florida Business Corporation Act.

2. **Capital Stock.** The number of issued and outstanding shares of BELLINGSHAUSEN is One Thousand (1,000), of par value \$0.01 per share, all of which are one class and are common shares, and all of which are entitled to vote on the merger and which represent one hundred percent (100%) of the issued and outstanding shares of the capital stock of BELLINGSHAUSEN. The total number of issued and outstanding shares of DOMH is One Hundred (100), of par value \$0.01 per share all of which are one class and are common shares, and all of which are entitled to vote on the merger. The issued shares of BELLINGSHAUSEN shall, upon the Effective Date of merger, be surrendered and cancelled. New shares in DOMH shall

be issued upon written resolution of the board of directors of DOMH to accurately reflect the issuance of the shares of DOMH pursuant to the terms of the merger. The total of issued shares shall continue to represent one hundred percent (100%) of the shares in DOMH.

3. **Rights and Obligations.** The Merger shall be effective on **December 31, 2017** in accordance with the Articles of Merger to be filed with the Secretary of State of the State of Florida (the "**Effective Date**"), and, as of the Effective Date, DOMH shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties, and debts of BELLINGSHAUSEN.

4. **Officers and Directors.** The officers and directors of DOMH immediately prior to the Effective Date shall be the officers and directors of DOMH as of and after the Effective Date.

5. **Articles of Incorporation.** The Articles of Incorporation of DOMH that are in effect immediately prior to the Effective Date shall be the Articles of Incorporation of DOMH as of and after the Effective Date.

6. **Bylaws.** The Bylaws of DOMH that are in effect immediately prior to the Effective Date shall be the Bylaws of DOMH as of and after the Effective Date.

7. **U.S. Federal Income Tax Treatment.** The transactions contemplated by this Plan of Merger, taken together, are intended to constitute a reorganization within the meaning of Section 368(a)(1) of the Code, the Regulations promulgated thereunder, and the administrative pronouncements of the Internal Revenue Service and court decisions thereunder. The parties to this Plan of Merger shall take any and all actions, file such reports and do such other things as may be necessary to assure that the transactions described herein qualify as such a tax-free reorganization. The parties to this Plan of Merger hereby adopt this Plan of Merger as a "plan of reorganization" within the meaning of Sections 1.368-2(g) and 1.368-3(a) of the Regulations.

8. **Further Assurance of Title.** From time to time, as and when requested by DOMH or by its successors and assigns, there shall be executed and delivered on behalf of BELLINGSHAUSEN such deeds and other instruments, and there shall be taken or caused to be taken by it such further and other action, as shall be appropriate or necessary to vest, perfect or confirm, of record or otherwise, in DOMH the title to and possession of all property, interest, assets, rights, privileges, immunities, powers, franchises, and authority of BELLINGSHAUSEN, and otherwise carry out the purposes of this Plan of Merger, and the officers of DOMH are fully authorized in the name and on behalf of BELLINGSHAUSEN or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

9. **Approval by the Shareholders and the Board of Directors of BELLINGSHAUSEN.** This Plan of Merger was approved and adopted by the shareholders and the sole Director of BELLINGSHAUSEN pursuant to that certain Unanimous Written Consent of the Sole Director and all of the Shareholders of BELLINGSHAUSEN, dated December 26, 2017.

10. **Approval by Shareholder and Board of Directors of DOMH.** This Plan of Merger was approved and adopted by the sole shareholder and all of the Members of the Board of Directors of DOMH pursuant to that certain Unanimous Written Consent of all of the Members of the Board of Directors and the Sole Shareholder of DOMH, dated December 26, 2017.

11. **Counterparts.** This Plan of Merger may be executed in any number of counterparts and by the different parties hereto on separate counterparts, each of which when so executed and delivered shall be an original, but all of which shall together constitute one and the same instrument. Any counterpart may be executed by facsimile or any image transmitted by electronic mail (such as a portable document format (PDF) file) which shall be treated the same as a manually signed original.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Plan of Merger has been executed as of the date first set forth above.

DOMH INTERNATIONAL, INC., a Florida corporation

By: 
Name: Nestore Scodro
Title: Director

**BELLINGSHAUSEN SEA INVESTO
COMPANY CORP.,** a Florida corporation

By: 
Name: Nestore Scodro
Title: Director