

NI 6000002414

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

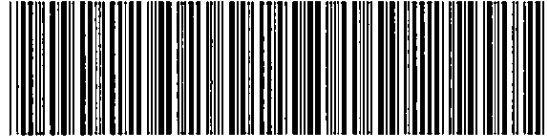
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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OCT 01 2019  
I ALBRITTON

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** WORLD BASC ORGANIZATION, INC  
\_\_\_\_\_  
(Name of Surviving Corporation)

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

Please return all correspondence concerning this matter to following:

GERMAN MORALES

\_\_\_\_\_  
(Contact Person)

MORALES, GOLDSTEIN & BARDUCCI

\_\_\_\_\_  
(Firm/Company)

150 SE 12 STREET, SUITE 300

\_\_\_\_\_  
(Address)

FT. LAUDERDALE, FLORIDA, 33316

\_\_\_\_\_  
(City/State and Zip Code)

For further information concerning this matter, please call:

GERMAN MORALES  
\_\_\_\_\_  
(Name of Contact Person) At ( 954 ) 495-9212  
(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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 16, 2019

GERMAN MORALES  
MORALES GOLDSTEIN & BARDUCCI  
150 SE 12 STREET - STE. 300  
FT. LAUDERDALE, FL 33316

SUBJECT: WORLD BASC ORGANIZATION, INC.  
Ref. Number: N16000002414

We have received your document for WORLD BASC ORGANIZATION, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

Please complete only 1(one) section regarding the adoption of the merger for both the merging and the surviving corporation.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

Letter Number: 019A00019121

RECEIVED  
2019 SEP 26 PM 12:20

# **ARTICLES OF MERGER**

(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WORLD BASIC ORGANIZATION, INC.	FLORIDA	N16000002414

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
WORLD BASIC ORGANIZATION, INC.	DELAWARE	3539458

**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.

*(Attach additional sheets if necessary)*

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**Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the surviving corporation on MARCH 15, 2019.  
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:  
\_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**SECTION II**

(CHECK IF APPLICABLE) ☒ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on \_\_\_\_\_. The number of directors in office was \_\_\_\_\_. The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(S)**  
(COMPLETE ONLY ONE SECTION)

**SECTION I**

The plan of merger was adopted by the members of the merging corporation(s) on MARCH 15, 2019. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**SECTION II**

(CHECK IF APPLICABLE) ☒ The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

**SECTION III**

There are no members or members entitled to vote on the plan of merger.  
The plan of merger was adopted by the board of directors on \_\_\_\_\_. The number of directors in office was \_\_\_\_\_. The vote for the plan was as follows: \_\_\_\_\_ FOR \_\_\_\_\_ AGAINST

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of the chairman/  
vice chairman of the board  
or an officer.

Typed or Printed Name of Individual & Title

SEE RESOLUTIONS ATTACHED

SEE RESOLUTIONS ATTACHED

## **PLAN OF MERGER**

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

WORLD BASIC ORGANIZATION, INC.

FLORIDA

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

Name

Jurisdiction

WORLD BASIC ORGANIZATION, INC.

DELAWARE

The terms and conditions of the merger are as follows:

SEE ATTACHED

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

N/A

Other provisions relating to the merger are as follows:

SEE ATTACHED

**AGREEMENT AND PLAN OF MERGER**

**BETWEEN**

**WORLD BASC ORGANIZATION, INC.  
(A DELAWARE CORPORATION)**

**AND**

**WORLD BASC ORGANIZATION, INC.  
(A FLORIDA NOT FOR PROFIT CORPORATION)**

THIS AGREEMENT AND PLAN OF MERGER ("**Agreement**") is dated March 15, 2019 by and between WORLD BASC ORGANIZATION, INC., a Delaware Corporation, with address at the Corporation Trust Center, 1209 Orange St., Wilmington, Delaware, 19801, Delaware Division of Corporation File Number 3539458 ("**BASC DELAWARE**"), and WORLD BASC ORGANIZATION, INC., a Florida Not for Profit Corporation, with principal place of business located at 5600 NW 36th Street, Suite 120, Miami, FL 33166, Florida Division of Corporations Document Number N16000002414 ("**BASC FLORIDA**") (collectively with Basc Delaware, the "**Constituent Entities**"), upon due consideration, discussion and voting by their respective governing bodies, have entered into this Merger Plan and Agreement, which shall take effect as of the Effective Date hereof, or immediately after the approval of any governmental entity as may be required for it to enter into effect.

On completion of the merger, BASC DELAWARE will be dissolved leaving BASC FLORIDA as the surviving business which will be known as World Basc Organization, Inc., after the merger is complete. The surviving business shall continue to be registered as a Florida Non-for-Profit Corporation. The surviving entity shall continue to exist under BASC FLORIDA'S Federal Tax Identification Number. BASC DELAWARE's Federal Tax Identification Number, if any, shall cease to exist.

**WHEREAS** BASC DELAWARE and BASC FLORIDA are both duly organized, validly existing, and in good standing under the laws of their respective states of incorporation;

**WHEREAS**, BASC DELAWARE and BASC FLORIDA are both entities that have been formed, governed and operated under the same membership structure, directorship, purposes, principles, and objectives.

**WHEREAS**, a review and analysis of historical documents that explain both of their existence seem to suggest that BASC DELAWARE and BASC FLORIDA were not intended to operate as separate and distinct legal entities, but rather were supposed to have been hierarchically controlled between each other (the latter by the former).

**WHEREAS**, a review and analysis of historical documents suggest that the Constituent Entities have been concurrently operating under the misapprehension that decisions and governing bodies were the same and one for both Constituent Entities and therefore issues affecting one and



the other, have been discussed, debated and voted for interchangeably within the same governing body.

**WHEREAS**, such circumstances have caused certain confusions, especially in terms of member's rights and responsibilities, director's liability and asset division, and therefore, members, directors and officers of Constituent Entities have agreed that it will be best to merge both Company.

**WHEREAS**, the members and Board of Directors of each of the Constituent Entities has determined that it is advisable and in the Constituent Entities' best interests for Basc Delaware to be merged with and into Basc Florida, with Basc Florida being the surviving business, on the terms and conditions set forth herein.

**NOW THEREFORE**, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

#### **ARTICLE I – SINGLE CORPORATION**

The Florida Corporation and the Delaware Corporation shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Florida and of the State of Delaware, by the Delaware Corporation merging into the Florida Corporation, which shall be the surviving Corporation.

#### **ARTICLE II – EFFECT OF MERGER**

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

1. The two Constituent Corporations shall be a single corporation, which shall be WORLD BASC ORGANIZATION, INC., a Florida Not for Profit Corporation, as the Surviving Corporation, and the separate existence of World Basc Organization, Inc. (Delaware) shall cease except to the extent provided by the laws of the State of Delaware in the case of a corporation after its merger into another corporation.

**Certificate of Merger.** BASC FLORIDA shall file a certificate of merger with the Secretary of State, as required by the laws of the State of Florida. The certificate shall be signed and acknowledged by the required number of directors, officers, members and managers of all constituent entities. Certified copies of the certificate of merger shall be filed in the office of the recorder in all counties in which BASC DELAWARE holds real property, if any.

### ARTICLE III – APPROVAL BY MEMBERS OF CONSTITUENT ENTITIES

(a) All of Basc Delaware's members with the right to vote with respect to the Merger (as defined below) have voted in favor of the Merger. No capital contribution with respect to the merger has been required. No dissenter's rights have been exercised. This Agreement is not expressly prohibited by BASC DELAWARE's Articles of Incorporation or its bylaws and was advised, authorized and approved by BASC DELAWARE's Board of Directors in accordance with Delaware Law.

(b) All of Basc Florida's members with the right to vote with respect to the Merger have voted in favor of the Merger. No capital contribution with respect to the merger has been required. No dissenter's rights have been exercised. This Agreement is not expressly prohibited by BASC FLORIDA's Articles of Organization or its operating agreement and was advised, authorized and approved by BASC FLORIDA's Board of Directors in accordance with Florida Law.

### ARTICLE IV – TERMS AND CONDITIONS OF MERGER

(a) The name of the Surviving Entity following the effective date of the merger shall be and remain "World Basc Organization Inc."

(b) As of the effective date, the Articles of Organization of World Basc Organization Inc. ("Articles") shall be and remain the Articles of the Surviving Entity.

(c) As of the effective date, BASC DELAWARE and BASC FLORIDA's Bylaws are the same ("Bylaws") shall be and remain the Bylaws of the Surviving Entity, until the same shall be altered, amended or repealed as therein provided.

(d) From and after the effective date, the directors and officers of the Surviving Entity shall be the incumbent directors and officers of BASC FLORIDA, holding office immediately prior to the effective date, who shall hold office subject to and in accordance with the Bylaws. Their names and addresses are as follows:

Name	Title	Address
Ricardo Sanabria	Director	5600 NW 36th St Suite 105/106 Miami, FL 33166
Alvaro Alpizar	Director	5600 NW 36th St Suite 105/106 Miami, FL 33166
Emilio Aguiar	Director	5600 NW 36th St Suite 105/106 Miami, FL 33166

Armando Rivas

Director

5600 NW 36th St  
Suite 105/106  
Miami, FL 33166

Patricia Siles

Director

5600 NW 36th St  
Suite 105/106  
Miami, FL 33166

(e) From and after the effective date of the merger, the Surviving Entity shall possess all the rights, privileges, immunities, and franchises of a public, as well as of a private nature, of each of the Constituent Entities; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Entities, shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein vested in any of the Constituent Entities shall not revert or be in any way impaired by reason of the Merger; provided, however, that the Surviving Entity shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Entities, and any claim existing or action or proceeding pending by or against either of the Constituent Entities may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Entities shall be impaired by the Merger.

(f) If at any time BASC FLORIDA considers or is advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in BASC FLORIDA the title to any property or rights of disappearing entity, or otherwise carry out the provisions of this Agreement, the entities agree that the officers of BASC DELAWARE, as of the effective date of the merger, will execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts that the surviving entity reasonably determines to be proper to vest, perfect, and confirm title to such property or rights in BASC FLORIDA, and otherwise carry out the provisions of this Agreement.

#### **ARTICLE V – WAIVER OF VALUATION OF ASSETS**

The Constituent Entities have agreed that there will be no need to do a separate and distinct valuation of the assets, provided that, the members of BASC DELAWARE are and will continue to be the same members of BASC FLORIDA, and therefore there will be no gain to any, as a result of the Merger. The intent of the Merger is to consolidate the Constituent Entities assets and operations, as well as to reduce duplication in administrative management and efforts.

#### **ARTICLE VI. – CONVERSION & EXCHANGE**

(a) At the Effective Date of the merger, each member of BASC DELAWARE will continue to be a member in BASC FLORIDA in the same proportion as it was previous to the Merger.

Because the surviving entity is a Not for Profit membership interests, rights and duties will be governed under the Bylaws.

(b) If any interest of BASC DELAWARE being exchanged in connection with this merger is evidenced by a certificate, each holder of that interest must surrender the certificate or certificates, properly endorsed, to the surviving entity or its transfer agent, and will receive in exchange a certificate or certificates representing the number of interests of the surviving entity into which the interests of BASC FLORIDA, all in accordance with the Surviving Entity's Bylaws.

#### **ARTICLE VII – MANAGEMENT OF SURVIVING BUSINESS**

(a) **Management and Control.** The managers of the surviving business as listed herein above have the sole and exclusive control of the business, subject to any limitations in the articles and Bylaws of the surviving entity.

(b) **Directors and Officers.** The Board of Directors and Officers of the Surviving Entity will be those as set forth hereinabove, until otherwise determined by the Surviving Entity's Bylaws.

#### **ARTICLE VIII – SERVICE OF PROCESS BASC DELAWARE**

The Surviving Entity agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 5600 NW 36th St Suite 105/106 Miami, FL 33166.

#### **ARTICLE IX – CONTINUING OF BUSINESS**

The merging corporations agree to the following terms which will be in effect only until the effective date of the merger: (i) activities and business of the merging corporations will be conducted as normally conducted until the effective date of merger; and (ii) except as to the name change set forth above, no change will be made in the Articles of Incorporation or Bylaws of the merging corporations without the prior written consent of each corporation.

#### **ARTICLE X - INTERPRETATION AND ENFORCEMENT**

(a) **Notices.** Any notice, request, demand, or other communication required or permitted under this Agreement may be delivered in person, delivered by certified mail, return receipt requested, or delivered by facsimile transmission. Deliveries by certified mail or by facsimile transmission will be sent to the address of the respective party as first indicated above or as may be updated in the future in writing by either party.

(b) **Counterpart Executions.** This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

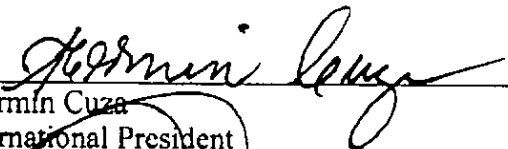
(c) **Partial Invalidity.** If any term of this agreement is held by a court of competent jurisdiction to be void and unenforceable, the remainder of the contract terms shall remain in full force and effect.

(d) **Applicable Law.** The validity, interpretation, and performance of this agreement shall be controlled by and construed under the laws of the State of Florida.

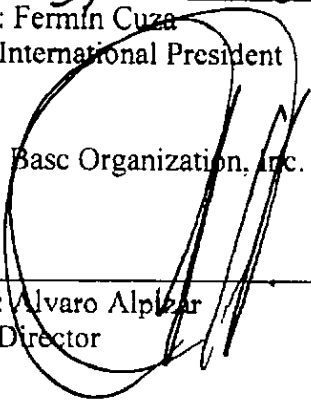
(e) **Approvals.** The office bearers and members of each constituent entity to this Merger Agreement have approved by the voting percentages required by the articles, operating agreement, and law the terms and conditions of this Agreement.

IN WITNESS WHEREOF, each of BASC DELAWARE and BASC FLORIDA have executed this Agreement as of the date set forth above.

World Basc Organization, Inc. (Delaware)

By:   
Name: Fermin Cuza  
Title: International President

World Basc Organization, Inc. (Florida)

By:   
Name: Alvaro Alvar  
Title: Director

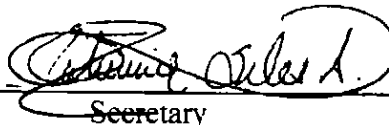
[SECRETARIAL CERTIFICATES ON NEXT PAGES]

**SECRETARIAL CERTIFICATE OF ATTESTATION  
(BASC DELAWARE)**

I, Patricia Siles, Secretary of World Basc Organization, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of World Basc Organization, Inc., a corporation of the State of Delaware, was duly submitted to the directors and members of said organization, and, upon waiver of notice, signed by all required, the Agreement of Merger was duly adopted as the act of the members of said World Basc Organization, Inc., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said corporation on this Fifteen day of March, 2019.

By: \_\_\_\_\_

  
Secretary

Name: \_\_\_\_\_

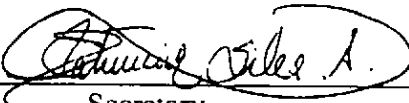
Patricia Siles

Print or Type

**SECRETARIAL CERTIFICATE OF ATTESTATION  
(BASC FLORIDA)**

I, Patricia Siles, Secretary of World Basc Organization, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of World Basc Organization, Inc., a not for profit corporation of the State of Florida, was duly submitted to the directors and members of said organization, and, upon waiver of notice, signed by all required, the Agreement of Merger was duly adopted as the act of the members of said World Basc Organization, Inc., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said corporation on this Fifteen day of March, 2019.

By:   
Secretary

Name: Patricia Siles  
Print or Type

**WRITTEN CONSENT OF THE INTEREST HOLDERS  
FOR WORLD BASC ORGANIZATION, INC. (DELAWARE)  
IN LIEU OF A SPECIAL MEETING**

**[March 7, 2019]**

The undersigned, being the members pursuant to the Company's bylaws, of World BasC Organization, Inc., ("**Company**"), pursuant to Delaware law, hereby consent, approve and adopt the following resolutions as if duly adopted at a meeting of the interest holders held for this purpose:

**WHEREAS** the Company is a not for profit corporation, duly organized, validly existing, and in good standing under the laws of Delaware;

**WHEREAS** the undersigned interest holders, being all of the members entitled to vote, after having been duly advised by the Board of Directors, deems it to be advisable and in the best interests of the Company to merge with and be absorbed WORLD BASC ORGANIZATION, INC. (Florida) (the "**MergeCo**"), so that the MergeCo (hereinafter, also, will continue as the surviving business entity by virtue and under the laws of Florida (the "**Merger**");

**NOW THEREFORE**, the members have hereby approved and adopted the following:

1. **Merger**

**RESOLVED:** that the merger between the Company and the MergeCo be and hereby is approved.

**RESOLVED:** that the Company will be absorbed by MergeCo with the Company to be the Surviving Entity; that the effective time of the Merger (the "**Effective Time**") shall be upon the filing of the Certificate of Merger with the Florida Department of State, Division of Corporations;

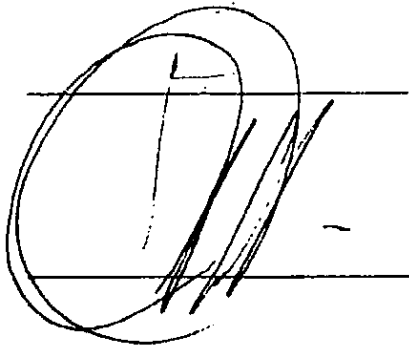
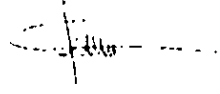
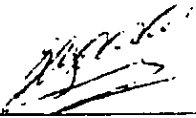
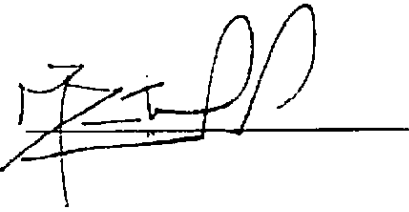
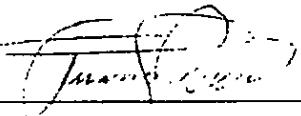

**RESOLVED:** that it is in the best interests of the Company to enter into the Merger; and that at the Effective Time, the MergeCo, as the Surviving Entity, shall assume all of the Company's liabilities and obligations, the rights, privileges, powers, franchises, properties and assets, and the identity and separate existence of the Company shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the Company shall be vested in the MergeCo as the Surviving Entity.

2. **Agreement and Plan of Merger**

**RESOLVED:** That the form, terms and provisions of the Agreement and Plan of Merger by and between the Company and MergeCo in substantially the form presented to the members and attached hereto as Exhibit A (the "**Merger Agreement**"), be and the same hereby are, approved;




This Written Consent in Lieu of a Special Meeting of Shareholders shall be filed with the minutes of the meeting of directors of this Company and shall be treated for all purposes as resolutions taken at a meeting.

Country	Name	Signature
Colombia	Ricardo Ernesto Sanabria	
Costa Rica	Alvaro Alpizar	
Dominican Republic	July De La Cruz	
Ecuador	Emilio Aguiar	
El Salvador	Mario Ballesteros	
Guatemala	Juan Francisco Toruño	
México	Jaime Reyes	

Panamá

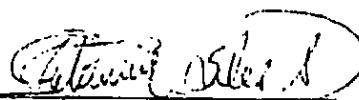
Abdiel Lamboglia G.



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Perú

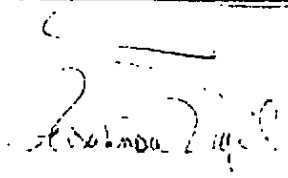
Patricia Siles



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USA

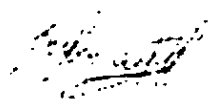
Rosalinda Vigil



---

Venezuela

Rubén Castillo



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**WRITTEN CONSENT OF THE BOARD OF DIRECTORS  
FOR WORLD BASC ORGANIZATION, INC. (DELAWARE)  
IN LIEU OF A SPECIAL MEETING**

[March 15, 2019]

The undersigned, being the directors of WORLD BASC ORGANIZATION, INC. ("Company"), pursuant to the laws and regulations of the State of Delaware, hereby consents, approves and adopts the following resolutions as if duly adopted at a meeting of the board of directors held for this purpose:

**WHEREAS** the Company is a corporation, duly organized, validly existing, and in good standing under the laws of Delaware;

**WHEREAS** the undersigned deems it to be advisable and in the best interests of the Company to merge with and into WORLD BASC ORGANIZATION, INC., a Florida non for profit Corporation (the "**MergeCo**"), so that World Basc Organization Inc., will continue as the surviving business entity by virtue and under the laws of Delaware and Florida (the "**Merger**");

**WHEREAS**, MergeCo will be the surviving corporation in the Merger (sometimes referred to as the "**Surviving Entity**");

1. **Merger**

**RESOLVED:** that the merger between the Company and the MergeCo be and hereby is approved.

**RESOLVED:** that the Company merge with and into MergeCo, with MergeCo to be the Surviving Entity; that the effective time of the Merger (the "**Effective Time**") shall be upon the filing of the Certificate of Merger with the Florida Department of State, Division of Corporations;

**RESOLVED:** that it is in the best interests of the Company to enter into the Merger; and that at the Effective Time, the MergeCo, as the Surviving Entity, shall assume all of the Company's liabilities and obligations, the rights, privileges, powers, franchises, properties and assets, and the identity and separate existence of the Company shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the Company shall be vested in the MergeCo as the Surviving Entity.

2. **Agreement and Plan of Merger**

**RESOLVED:** That the form, terms and provisions of the Agreement and Plan of Merger by and between the Company and MergeCo in substantially the form presented to this board of directors and attached hereto as Exhibit A (the "**Merger Agreement**"), be and the same hereby are, approved; and that the Merger Agreement be submitted to the interest holders of the Company for interest holder approval; and, subject to such approval, that the Officers listed below (each, an "**Authorized Officer**") be, and each of them acting individually hereby is, authorized and

empowered in the name and on behalf of the Company to execute the Merger Agreement with such changes therein as an Authorized Officer by his delivery thereof approves, the execution and delivery of the Merger Agreement to be conclusive evidence that the same has been approved by the board of directors of the Company.

Name: Fermin Cuza

Alvaro Alpizar


3. **General Authorization**

**RESOLVED:** That the preceding resolutions relating to the Merger may be rescinded or amended by the board of directors of the Company at any time before the Effective Time.

**RESOLVED:** That the Authorized Officers be, and each of them acting individually hereby is, authorized and empowered (i) to prepare or cause to be prepared, execute, seal and deliver or cause to be delivered, in the name and on behalf of the Company, any and all documents, agreements and instruments to effectuate any of the foregoing resolutions or any of the transactions contemplated thereby, all with such changes therein as any such officer may deem necessary or desirable, and (ii) to take such action, or to cause others to take such action, in the name and on behalf of the Company, as may in the judgment of any such officer so acting be necessary or appropriate in connection with, or in furtherance of, any of the foregoing resolutions or any of the transactions contemplated thereby, the execution and delivery of any such document, agreement or instrument or the taking of any such action being conclusive evidence of such officer's authority hereunder to so act.

4. **Filing with Corporate Records**

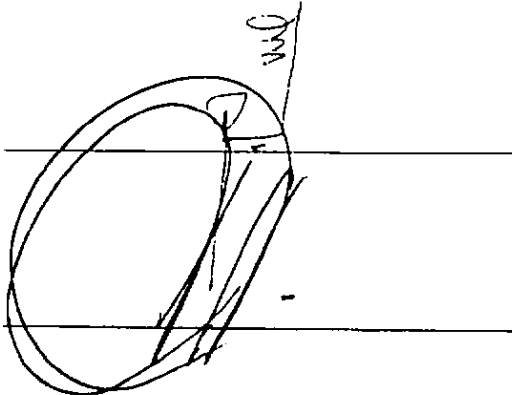


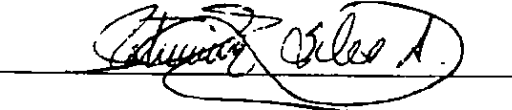

**RESOLVED:** That the Authorized Officers be, and each of them acting individually hereby is, authorized and directed to file with the records of the Company each of the agreements, instruments, certificates and documents referred to in the preceding resolutions; and that this written consent be filed with the records of meetings of the board of directors.

 This Written Consent in Lieu of a Special Meeting of Board of Directors shall be filed with the minutes of the meeting of directors of this Company and shall be treated for all purposes as resolutions taken at a meeting.

[SIGNATURES IN THE NEXT PAGE]



[SIGNATORIES TO BE PROVIDED]

Name	Title	Signature
Ricardo Sanabria	Director	
Alvaro Alpizar	Director	
Emilio Aguiar	Director	
Armando Rivas	Director	
Patricia Siles	Director	

**WRITTEN CONSENT OF THE INTEREST HOLDERS  
FOR WORLD BASC ORGANIZATION, INC. (FLORIDA)  
IN LIEU OF A SPECIAL MEETING**

[March 7, 2019]

The undersigned, being the members pursuant to the Company's bylaws, of World Basc Organization, Inc., ("**Company**"), pursuant to Florida law, hereby consent, approve and adopt the following resolutions as if duly adopted at a meeting of the Shareholders held for this purpose:

**WHEREAS** the Company is a not for profit corporation, duly organized, validly existing, and in good standing under the laws of Florida;

**WHEREAS** the undersigned shareholders, being all of the members entitled to vote, after having been duly advised by the Board of Directors, deems it to be advisable and in the best interests of the Company to merge with and absorb WORLD BASC ORGANIZATION, INC. (Delaware) ("**Basc Delaware**"), so that the Company (hereinafter, also, the "**MergeCo**") will continue as the surviving business entity by virtue and under the laws of Florida (the "**Merger**");

**NOW THEREFORE**, the members have hereby approved and adopted the following:

1. **Merger**


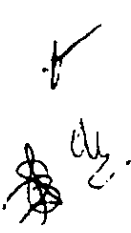
**RESOLVED**: that the merger between the Basc Delaware and the MergeCo be and hereby is approved.

**RESOLVED**: that the Company will absorb Basc Delaware with the Company to be the Surviving Entity; that the effective time of the Merger (the "**Effective Time**") shall be upon the filing of the Certificate of Merger with the Florida Department of State, Division of Corporations;

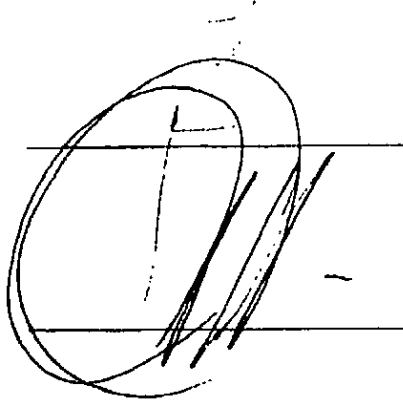
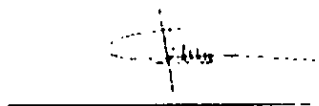
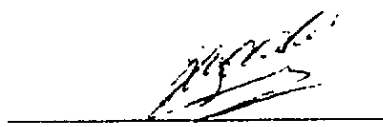
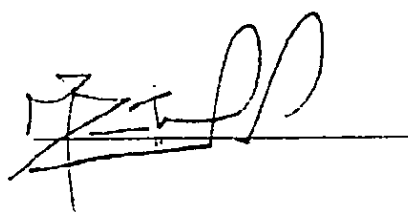
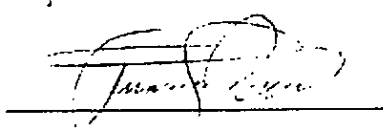

**RESOLVED**: that it is in the best interests of the Company to enter into the Merger; and that at the Effective Time, the MergeCo, as the Surviving Entity, shall assume all of Basc Delaware's liabilities and obligations, the rights, privileges, powers, franchises, properties and assets, and the identity and separate existence of the Company shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the Company shall be vested in the MergeCo as the Surviving Entity.

2. **Agreement and Plan of Merger**

**RESOLVED**: That the form, terms and provisions of the Agreement and Plan of Merger by and between the Company and MergeCo in substantially the form presented to the members and attached hereto as Exhibit A (the "**Merger Agreement**"), be and the same hereby are approved;

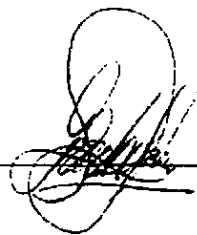


This Written Consent in Lieu of a Special Meeting of Shareholders shall be filed with the minutes of the meeting of directors of this Company and shall be treated for all purposes as resolutions taken at a meeting.

Country	Name	Signature
Colombia	Ricardo Ernesto Sanabria	
Costa Rica	Alvaro Alpizar	
Dominican Republic	July De La Cruz	
Ecuador	Emilio Aguiar	
El Salvador	Mario Ballesteros	
Guatemala	Juan Francisco Toruño	
México	Jaime Reyes	

Panamá

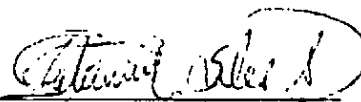
Abdiel Lamboglia G.



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Perú

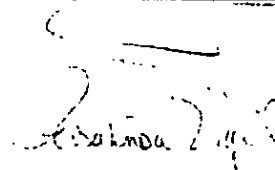
Patricia Silos



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USA

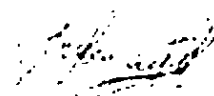
Rosalinda Vigil



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Venezuela

Rubén Castillo



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**WRITTEN CONSENT OF THE BOARD OF DIRECTORS  
FOR WORLD BASC ORGANIZATION, INC.  
IN LIEU OF A SPECIAL MEETING**

**[March 15, 2019]**

The undersigned, being the directors of WORLD BASC ORGANIZATION, Inc., ("**Company**"), pursuant to Florida Statute 607.0811, hereby consents, approves and adopts the following resolutions as if duly adopted at a meeting of the board of directors held for this purpose:

**WHEREAS** the Company is a not for profit corporation, duly organized, validly existing, and in good standing under the laws of Florida;

**WHEREAS** the undersigned deems it to be advisable and in the best interests of the Company to merge with WORLD BASC ORGANIZATION, Inc., a DELAWARE CORPORATION (the "**BASC DELAWARE**"), so that Company will continue as the surviving business entity by virtue and under the laws of Florida (the "**Merger**");

**WHEREAS**, WORLD BASC ORGANIZATION, INC., will be the surviving corporation in the Merger (sometimes referred to as the "**Surviving Entity**");

1. **Merger**

**RESOLVED:** that the merger between the Company and the BASC DELAWARE be and hereby is approved.

**RESOLVED:** that the Company merge with and allow BASC DELAWARE to merge into the Company, with the Company to be the Surviving Entity; that the effective time of the Merger (the "**Effective Time**") shall be upon the filing of the Certificate of Merger with the Florida Department of State, Division of Corporations;

**RESOLVED:** that it is in the best interests of the Company to enter into the Merger; and that at the Effective Time, the Company, as the Surviving Entity, shall assume all of the BASC DELAWARE's liabilities and obligations, the rights, privileges, powers, franchises, properties and assets, and the identity and separate existence of BASC DELAWARE shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the BASC DELAWARE shall be vested in the Company as the Surviving Entity.

2. **Agreement and Plan of Merger**

**RESOLVED:** That the form, terms and provisions of the Agreement and Plan of Merger by and between the Company and BASC DELAWARE in substantially the form presented to this board of directors and attached hereto as Exhibit A (the "**Merger Agreement**"), be and the same hereby are, approved; and that the Merger Agreement be submitted to the MEMBERS of the Company for Member approval; and, subject to Member approval, that the Officers listed below (each, an "**Authorized Officer**") be, and each of them acting individually hereby is, authorized

and empowered in the name and on behalf of the Company to execute the Merger Agreement with such changes therein as an Authorized Officer by his delivery thereof approves, the execution and delivery of the Merger Agreement to be conclusive evidence that the same has been approved by the board of directors of the Company.

Name: Fermin Cuza  
Alvaro Alpizar

3. **General Authorization**

**RESOLVED:** That the preceding resolutions relating to the Merger may be rescinded or amended by the board of directors of the Company at any time before the Effective Time.

**RESOLVED:** That the Authorized Officers be, and each of them acting individually hereby is, authorized and empowered (i) to prepare or cause to be prepared, execute, seal and deliver or cause to be delivered, in the name and on behalf of the Company, any and all documents, agreements and instruments to effectuate any of the foregoing resolutions or any of the transactions contemplated thereby, all with such changes therein as any such officer may deem necessary or desirable, and (ii) to take such action, or to cause others to take such action, in the name and on behalf of the Company, as may in the judgment of any such officer so acting be necessary or appropriate in connection with, or in furtherance of, any of the foregoing resolutions or any of the transactions contemplated thereby, the execution and delivery of any such document, agreement or instrument or the taking of any such action being conclusive evidence of such officer's authority hereunder to so act.

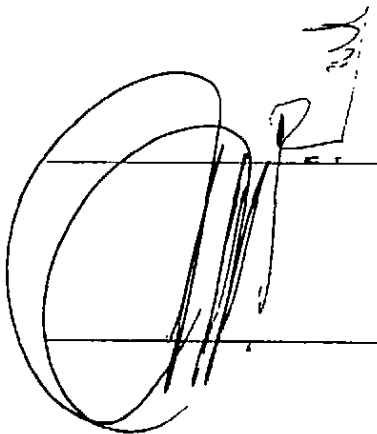
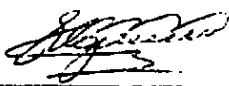

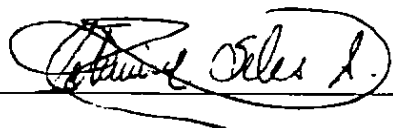
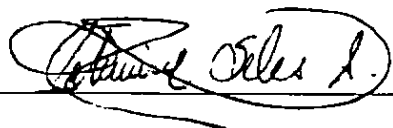
4. **Filing with Corporate Records**

**RESOLVED:** That the Authorized Officers be, and each of them acting individually hereby is, authorized and directed to file with the records of the Company each of the agreements, instruments, certificates and documents referred to in the preceding resolutions; and that this written consent be filed with the records of meetings of the board of directors.

This Written Consent in Lieu of a Special Meeting of Board of Directors shall be filed with the minutes of the meeting of directors of this Company and shall be treated for all purposes as resolutions taken at a meeting.

[SIGNATURES IN THE NEXT PAGE]

[SIGNATORIES TO BE PROVIDED]

Name	Title	Signature
Ricardo Sanabria	Director	
Alvaro Alpizar	Director	
Emilio Aguiar	Director	
Armando Rivas	Director	
Patricia Siles	Director	

**AGREEMENT AND PLAN OF MERGER**

**BETWEEN**

**WORLD BASC ORGANIZATION, INC.  
(A DELAWARE CORPORATION)**

**AND**

**WORLD BASC ORGANIZATION, INC.  
(A FLORIDA NOT FOR PROFIT CORPORATION)**

THIS AGREEMENT AND PLAN OF MERGER ("**Agreement**") is dated March 15, 2019 by and between WORLD BASC ORGANIZATION, INC., a Delaware Corporation, with address at the Corporation Trust Center, 1209 Orange St., Wilmington, Delaware, 19801, Delaware Division of Corporation File Number 3539458 ("**BASC DELAWARE**"), and WORLD BASC ORGANIZATION, INC., a Florida Not for Profit Corporation, with principal place of business located at 5600 NW 36th Street, Suite 120, Miami, FL 33166, Florida Division of Corporations Document Number N16000002414 ("**BASC FLORIDA**") (collectively with Basc Delaware, the "**Constituent Entities**"), upon due consideration, discussion and voting by their respective governing bodies, have entered into this Merger Plan and Agreement, which shall take effect as of the Effective Date hereof, or immediately after the approval of any governmental entity as may be required for it to enter into effect.

On completion of the merger, BASC DELAWARE will be dissolved leaving BASC FLORIDA as the surviving business which will be known as World Basc Organization, Inc., after the merger is complete. The surviving business shall continue to be registered as a Florida Non-for-Profit Corporation. The surviving entity shall continue to exist under BASC FLORIDA'S Federal Tax Identification Number. BASC DELAWARE's Federal Tax Identification Number, if any, shall cease to exist.

**WHEREAS** BASC DELAWARE and BASC FLORIDA are both duly organized, validly existing, and in good standing under the laws of their respective states of incorporation;

**WHEREAS**, BASC DELAWARE and BASC FLORIDA are both entities that have been formed, governed and operated under the same membership structure, directorship, purposes, principles, and objectives.

**WHEREAS**, a review and analysis of historical documents that explain both of their existence seem to suggest that BASC DELAWARE and BASC FLORIDA were not intended to operate as separate and distinct legal entities, but rather were supposed to have been hierarchically controlled between each other (the latter by the former).

**WHEREAS**, a review and analysis of historical documents suggest that the Constituent Entities have been concurrently operating under the misapprehension that decisions and governing bodies were the same and one for both Constituent Entities and therefore issues affecting one and

the other, have been discussed, debated and voted for interchangeably within the same governing body.

**WHEREAS**, such circumstances have caused certain confusions, especially in terms of member's rights and responsibilities, director's liability and asset division, and therefore, members, directors and officers of Constituent Entities have agreed that it will be best to merge both Company.

**WHEREAS**, the members and Board of Directors of each of the Constituent Entities has determined that it is advisable and in the Constituent Entities' best interests for Basc Delaware to be merged with and into Basc Florida, with Basc Florida being the surviving business, on the terms and conditions set forth herein.

**NOW THEREFORE**, the parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained, do hereby prescribe the terms and conditions of said merger and mode of carrying the same into effect as follows:

#### **ARTICLE I – SINGLE CORPORATION**

The Florida Corporation and the Delaware Corporation shall be merged into a single corporation, in accordance with applicable provisions of the laws of the State of Florida and of the State of Delaware, by the Delaware Corporation merging into the Florida Corporation, which shall be the surviving Corporation.

#### **ARTICLE II – EFFECT OF MERGER**

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

1. The two Constituent Corporations shall be a single corporation, which shall be WORLD BASC ORGANIZATION, INC., a Florida Not for Profit Corporation, as the Surviving Corporation, and the separate existence of World Basc Organization, Inc. (Delaware) shall cease except to the extent provided by the laws of the State of Delaware in the case of a corporation after its merger into another corporation.

**Certificate of Merger.** BASC FLORIDA shall file a certificate of merger with the Secretary of State, as required by the laws of the State of Florida. The certificate shall be signed and acknowledged by the required number of directors, officers, members and managers of all constituent entities. Certified copies of the certificate of merger shall be filed in the office of the recorder in all counties in which BASC DELAWARE holds real property, if any.

### ARTICLE III – APPROVAL BY MEMBERS OF CONSTITUENT ENTITIES

(a) All of Basc Delaware's members with the right to vote with respect to the Merger (as defined below) have voted in favor of the Merger. No capital contribution with respect to the merger has been required. No dissenter's rights have been exercised. This Agreement is not expressly prohibited by BASC DELAWARE's Articles of Incorporation or its bylaws and was advised, authorized and approved by BASC DELAWARE's Board of Directors in accordance with Delaware Law.

(b) All of Basc Florida's members with the right to vote with respect to the Merger have voted in favor of the Merger. No capital contribution with respect to the merger has been required. No dissenter's rights have been exercised. This Agreement is not expressly prohibited by BASC FLORIDA's Articles of Organization or its operating agreement and was advised, authorized and approved by BASC FLORIDA's Board of Directors in accordance with Florida Law.

### ARTICLE IV – TERMS AND CONDITIONS OF MERGER

(a) The name of the Surviving Entity following the effective date of the merger shall be and remain "World Basc Organization Inc."

(b) As of the effective date, the Articles of Organization of World Basc Organization Inc. ("Articles") shall be and remain the Articles of the Surviving Entity.

(c) As of the effective date, BASC DELAWARE and BASC FLORIDA's Bylaws are the same ("Bylaws") shall be and remain the Bylaws of the Surviving Entity, until the same shall be altered, amended or repealed as therein provided.

(d) From and after the effective date, the directors and officers of the Surviving Entity shall be the incumbent directors and officers of BASC FLORIDA, holding office immediately prior to the effective date, who shall hold office subject to and in accordance with the Bylaws. Their names and addresses are as follows:

Name	Title	Address
Ricardo Sanabria	Director	5600 NW 36th St Suite 105/106 Miami, FL 33166
Alvaro Alpizar	Director	5600 NW 36th St Suite 105/106 Miami, FL 33166
Emilio Aguiar	Director	5600 NW 36th St Suite 105/106 Miami, FL 33166

Armando Rivas

Director

5600 NW 36th St  
Suite 105/106  
Miami, FL 33166

Patricia Siles

Director

5600 NW 36th St  
Suite 105/106  
Miami, FL 33166

(e) From and after the effective date of the merger, the Surviving Entity shall possess all the rights, privileges, immunities, and franchises of a public, as well as of a private nature, of each of the Constituent Entities; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares and all other choses in action, and all and every other interest, of or belonging to or due to each of the Constituent Entities, shall be taken and deemed to be transferred to and vested in the Surviving Entity without further act or deed; and the title to any real estate, or any interest therein vested in any of the Constituent Entities shall not revert or be in any way impaired by reason of the Merger; provided, however, that the Surviving Entity shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Entities, and any claim existing or action or proceeding pending by or against either of the Constituent Entities may be prosecuted to judgment as if the Merger had not taken place, or the Surviving Entity may be substituted in its place, and neither the rights of creditors nor any liens upon the property of either of the Constituent Entities shall be impaired by the Merger.

(f) If at any time BASC FLORIDA considers or is advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in BASC FLORIDA the title to any property or rights of disappearing entity, or otherwise carry out the provisions of this Agreement, the entities agree that the officers of BASC DELAWARE, as of the effective date of the merger, will execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts that the surviving entity reasonably determines to be proper to vest, perfect, and confirm title to such property or rights in BASC FLORIDA, and otherwise carry out the provisions of this Agreement.

#### **ARTICLE V – WAIVER OF VALUATION OF ASSETS**

The Constituent Entities have agreed that there will be no need to do a separate and distinct valuation of the assets, provided that, the members of BASC DELAWARE are and will continue to be the same members of BASC FLORIDA, and therefore there will be no gain to any, as a result of the Merger. The intent of the Merger is to consolidate the Constituent Entities assets and operations, as well as to reduce duplication in administrative management and efforts.

#### **ARTICLE VI – CONVERSION & EXCHANGE**

(a) At the Effective Date of the merger, each member of BASC DELAWARE will continue to be a member in BASC FLORIDA in the same proportion as it was previous to the Merger.

Because the surviving entity is a Not for Profit membership interests, rights and duties will be governed under the Bylaws.

(b) If any interest of BASC DELAWARE being exchanged in connection with this merger is evidenced by a certificate, each holder of that interest must surrender the certificate or certificates, properly endorsed, to the surviving entity or its transfer agent, and will receive in exchange a certificate or certificates representing the number of interests of the surviving entity into which the interests of BASC FLORIDA, all in accordance with the Surviving Entity's Bylaws.

#### **ARTICLE VII – MANAGEMENT OF SURVIVING BUSINESS**

(a) **Management and Control.** The managers of the surviving business as listed herein above have the sole and exclusive control of the business, subject to any limitations in the articles and Bylaws of the surviving entity.

(b) **Directors and Officers.** The Board of Directors and Officers of the Surviving Entity will be those as set forth hereinabove, until otherwise determined by the Surviving Entity's Bylaws.

#### **ARTICLE VIII – SERVICE OF PROCESS BASC DELAWARE**

The Surviving Entity agrees that it may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of any constituent corporation of Delaware, as well as for enforcement of any obligation of the surviving corporation arising from this merger, including any suit or other proceeding to enforce the rights of any stockholders as determined in appraisal proceedings pursuant to the provisions of Section 262 of the Delaware General Corporation laws, and irrevocably appoints the Secretary of State of Delaware as its agent to accept service of process in any such suit or proceeding. The Secretary of State shall mail any such process to the surviving corporation at 5600 NW 36th St Suite 105/106 Miami, FL 33166.

#### **ARTICLE IX – CONTINUING OF BUSINESS**

The merging corporations agree to the following terms which will be in effect only until the effective date of the merger: (i) activities and business of the merging corporations will be conducted as normally conducted until the effective date of merger; and (ii) except as to the name change set forth above, no change will be made in the Articles of Incorporation or Bylaws of the merging corporations without the prior written consent of each corporation.

#### **ARTICLE X - INTERPRETATION AND ENFORCEMENT**

(a) **Notices.** Any notice, request, demand, or other communication required or permitted under this Agreement may be delivered in person, delivered by certified mail, return receipt requested, or delivered by facsimile transmission. Deliveries by certified mail or by facsimile transmission will be sent to the address of the respective party as first indicated above or as may be updated in the future in writing by either party.



(b) **Counterpart Executions.** This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

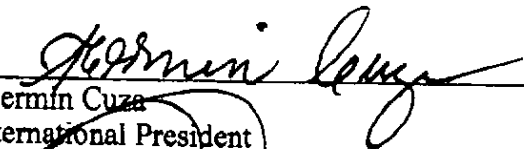
(c) **Partial Invalidity.** If any term of this agreement is held by a court of competent jurisdiction to be void and unenforceable, the remainder of the contract terms shall remain in full force and effect.

(d) **Applicable Law.** The validity, interpretation, and performance of this agreement shall be controlled by and construed under the laws of the State of Florida.

(e) **Approvals.** The office bearers and members of each constituent entity to this Merger Agreement have approved by the voting percentages required by the articles, operating agreement, and law the terms and conditions of this Agreement.

IN WITNESS WHEREOF, each of BASC DELAWARE and BASC FLORIDA have executed this Agreement as of the date set forth above.

World Basc Organization, Inc. (Delaware)

By:   
Name: Fermin Cuza  
Title: International President

World Basc Organization, Inc. (Florida)

By:   
Name: Alvaro Alpezar  
Title: Director

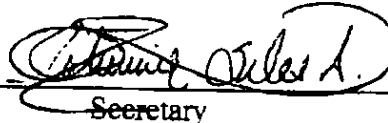
[SECRETARIAL CERTIFICATES ON NEXT PAGES]

**SECRETARIAL CERTIFICATE OF ATTESTATION  
(BASC DELAWARE)**

I, Patricia Sites, Secretary of World Basc Organization, Inc., a corporation organized and existing under the laws of the State of Delaware, hereby certify, as such Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of World Basc Organization, Inc., a corporation of the State of Delaware, was duly submitted to the directors and members of said organization, and, upon waiver of notice, signed by all required, the Agreement of Merger was duly adopted as the act of the members of said World Basc Organization, Inc., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said corporation on this Fifteen day of March, 2019.

By: \_\_\_\_\_

  
Secretary

Name: \_\_\_\_\_

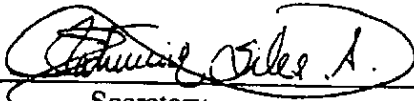
Patricia Sites

Print or Type

**SECRETARIAL CERTIFICATE OF ATTESTATION  
(BASC FLORIDA)**

I, Patricia Siles, Secretary of World Basc Organization, Inc., a corporation organized and existing under the laws of the State of Florida, hereby certify, as such Secretary of the said corporation, that the Agreement of Merger to which this certificate is attached, after having been first duly signed on behalf of said corporation by an authorized officer of World Basc Organization, Inc., a not for profit corporation of the State of Florida, was duly submitted to the directors and members of said organization, and, upon waiver of notice, signed by all required, the Agreement of Merger was duly adopted as the act of the members of said World Basc Organization, Inc., and the duly adopted agreement of said corporation.

WITNESS my hand on behalf of said corporation on this Fifteen day of March, 2019.

By:   
Secretary

Name: Patricia Siles  
Print or Type

**WRITTEN CONSENT OF THE INTEREST HOLDERS  
FOR WORLD BASC ORGANIZATION, INC. (DELAWARE)  
IN LIEU OF A SPECIAL MEETING**

**[March 7, 2019]**

The undersigned, being the members pursuant to the Company's bylaws, of World BasC Organization, Inc., ("**Company**"), pursuant to Delaware law, hereby consent, approve and adopt the following resolutions as if duly adopted at a meeting of the interest holders held for this purpose:

**WHEREAS** the Company is a not for profit corporation, duly organized, validly existing, and in good standing under the laws of Delaware;

**WHEREAS** the undersigned interest holders, being all of the members entitled to vote, after having been duly advised by the Board of Directors, deems it to be advisable and in the best interests of the Company to merge with and be absorbed WORLD BASC ORGANIZATION, INC. (Florida) (the "**MergeCo**"), so that the MergeCo (hereinafter, also, will continue as the surviving business entity by virtue and under the laws of Florida (the "**Merger**");

**NOW THEREFORE**, the members have hereby approved and adopted the following:

1. **Merger**



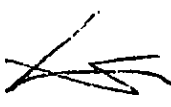
**RESOLVED**: that the merger between the Company and the MergeCo be and hereby is approved.

**RESOLVED**: that the Company will be absorbed by MergeCo with the Company to be the Surviving Entity; that the effective time of the Merger (the "**Effective Time**") shall be upon the filing of the Certificate of Merger with the Florida Department of State, Division of Corporations;

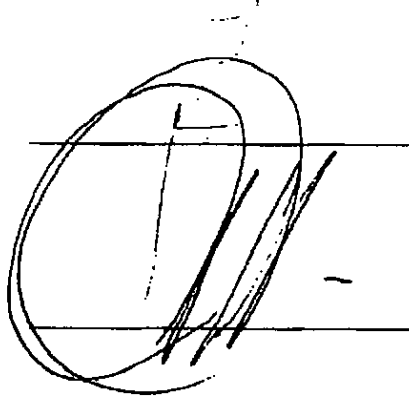

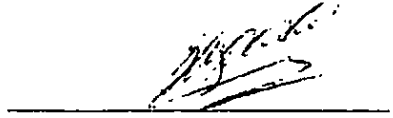
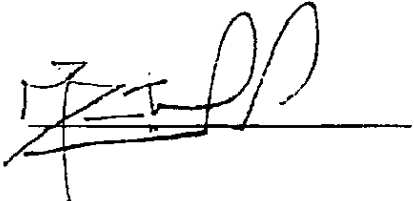
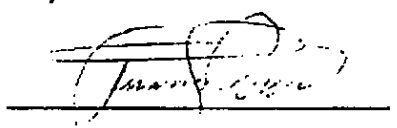
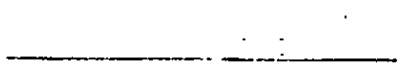

**RESOLVED**: that it is in the best interests of the Company to enter into the Merger; and that at the Effective Time, the MergeCo, as the Surviving Entity, shall assume all of the Company's liabilities and obligations, the rights, privileges, powers, franchises, properties and assets, and the identity and separate existence of the Company shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the Company shall be vested in the MergeCo as the Surviving Entity.

2. **Agreement and Plan of Merger**

**RESOLVED**: That the form, terms and provisions of the Agreement and Plan of Merger by and between the Company and MergeCo in substantially the form presented to the members and attached hereto as Exhibit A (the "**Merger Agreement**"), be and the same hereby are, approved;

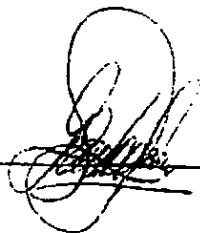


This Written Consent in Lieu of a Special Meeting of Shareholders shall be filed with the minutes of the meeting of directors of this Company and shall be treated for all purposes as resolutions taken at a meeting.

Country	Name	Signature
Colombia	Ricardo Ernesto Sanabria	
Costa Rica	Alvaro Alpizar	
Dominican Republic	July De La Cruz	
Ecuador	Emilio Aguiar	
El Salvador	Mario Ballesteros	
Guatemala	Juan Francisco Toruño	
México	Jaime Reyes	

Panamá

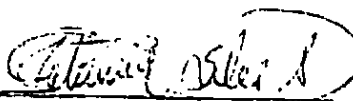
Abdiel Lamboglia G.



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Perú

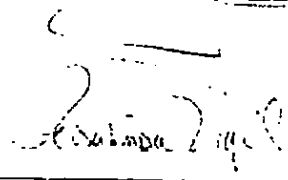
Patricia Siles



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USA

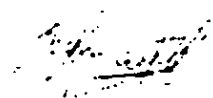
Rosalinda Vigil



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Venezuela

Rubén Castillo



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**WRITTEN CONSENT OF THE BOARD OF DIRECTORS  
FOR WORLD BASC ORGANIZATION, INC. (DELAWARE)  
IN LIEU OF A SPECIAL MEETING**

[March 15, 2019]

The undersigned, being the directors of WORLD BASC ORGANIZATION, INC. ("Company"), pursuant to the laws and regulations of the State of Delaware, hereby consents, approves and adopts the following resolutions as if duly adopted at a meeting of the board of directors held for this purpose:

**WHEREAS** the Company is a corporation, duly organized, validly existing, and in good standing under the laws of Delaware;

**WHEREAS** the undersigned deems it to be advisable and in the best interests of the Company to merge with and into WORLD BASC ORGANIZATION, INC., a Florida non for profit Corporation (the "MergeCo"), so that World Basc Organization Inc., will continue as the surviving business entity by virtue and under the laws of Delaware and Florida (the "Merger");

**WHEREAS**, MergeCo will be the surviving corporation in the Merger (sometimes referred to as the "Surviving Entity");

1. **Merger**

**RESOLVED:** that the merger between the Company and the MergeCo be and hereby is approved.

**RESOLVED:** that the Company merge with and into MergeCo, with MergeCo to be the Surviving Entity; that the effective time of the Merger (the "Effective Time") shall be upon the filing of the Certificate of Merger with the Florida Department of State, Division of Corporations;

**RESOLVED:** that it is in the best interests of the Company to enter into the Merger; and that at the Effective Time, the MergeCo, as the Surviving Entity, shall assume all of the Company's liabilities and obligations, the rights, privileges, powers, franchises, properties and assets, and the identity and separate existence of the Company shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the Company shall be vested in the MergeCo as the Surviving Entity.

2. **Agreement and Plan of Merger**

**RESOLVED:** That the form, terms and provisions of the Agreement and Plan of Merger by and between the Company and MergeCo in substantially the form presented to this board of directors and attached hereto as Exhibit A (the "Merger Agreement"), be and the same hereby are, approved; and that the Merger Agreement be submitted to the interest holders of the Company for interest holder approval; and, subject to such approval, that the Officers listed below (each, an "Authorized Officer") be, and each of them acting individually hereby is, authorized and

empowered in the name and on behalf of the Company to execute the Merger Agreement with such changes therein as an Authorized Officer by his delivery thereof approves, the execution and delivery of the Merger Agreement to be conclusive evidence that the same has been approved by the board of directors of the Company.

Name: Fermin Cuza

Alvaro Alpizar

3. **General Authorization**

**RESOLVED:** That the preceding resolutions relating to the Merger may be rescinded or amended by the board of directors of the Company at any time before the Effective Time.

**RESOLVED:** That the Authorized Officers be, and each of them acting individually hereby is, authorized and empowered (i) to prepare or cause to be prepared, execute, seal and deliver or cause to be delivered, in the name and on behalf of the Company, any and all documents, agreements and instruments to effectuate any of the foregoing resolutions or any of the transactions contemplated thereby, all with such changes therein as any such officer may deem necessary or desirable, and (ii) to take such action, or to cause others to take such action, in the name and on behalf of the Company, as may in the judgment of any such officer so acting be necessary or appropriate in connection with, or in furtherance of, any of the foregoing resolutions or any of the transactions contemplated thereby, the execution and delivery of any such document, agreement or instrument or the taking of any such action being conclusive evidence of such officer's authority hereunder to so act.

4. **Filing with Corporate Records**

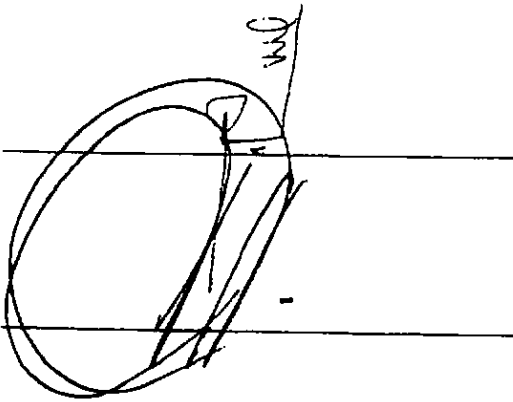

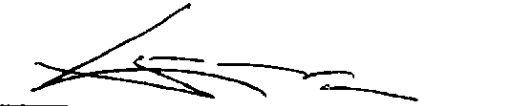
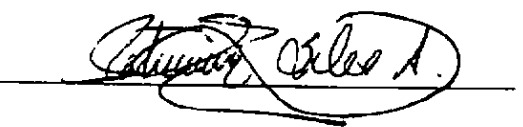
**RESOLVED:** That the Authorized Officers be, and each of them acting individually hereby is, authorized and directed to file with the records of the Company each of the agreements, instruments, certificates and documents referred to in the preceding resolutions; and that this written consent be filed with the records of meetings of the board of directors.

This Written Consent in Lieu of a Special Meeting of Board of Directors shall be filed with the minutes of the meeting of directors of this Company and shall be treated for all purposes as resolutions taken at a meeting.

[SIGNATURES IN THE NEXT PAGE]



[SIGNATORIES TO BE PROVIDED]

Name	Title	Signature
Ricardo Sanabria	Director	
Alvaro Alpizar	Director	
Emilio Aguiar	Director	
Armando Rivas	Director	

**WRITTEN CONSENT OF THE INTEREST HOLDERS  
FOR WORLD BASC ORGANIZATION, INC. (FLORIDA)  
IN LIEU OF A SPECIAL MEETING**

**[March 7, 2019]**

The undersigned, being the members pursuant to the Company's bylaws, of World Basc Organization, Inc., ("**Company**"), pursuant to Florida law, hereby consent, approve and adopt the following resolutions as if duly adopted at a meeting of the Shareholders held for this purpose:

**WHEREAS** the Company is a not for profit corporation, duly organized, validly existing, and in good standing under the laws of Florida;

**WHEREAS** the undersigned shareholders, being all of the members entitled to vote, after having been duly advised by the Board of Directors, deems it to be advisable and in the best interests of the Company to merge with and absorb WORLD BASC ORGANIZATION, INC. (Delaware) ("**Basc Delaware**"), so that the Company (hereinafter, also, the "**MergeCo**") will continue as the surviving business entity by virtue and under the laws of Florida (the "**Merger**");

**NOW THEREFORE**, the members have hereby approved and adopted the following:

**1.     Merger**


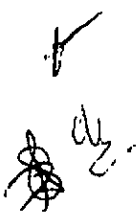
**RESOLVED:** that the merger between the Basc Delaware and the MergeCo be and hereby is approved.

**RESOLVED:** that the Company will absorb Basc Delaware with the Company to be the Surviving Entity; that the effective time of the Merger (the "**Effective Time**") shall be upon the filing of the Certificate of Merger with the Florida Department of State, Division of Corporations;

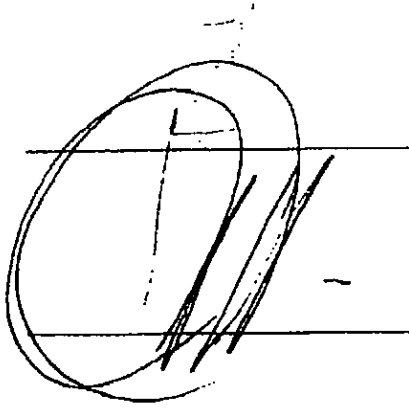
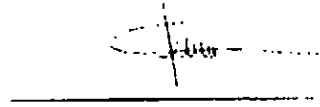
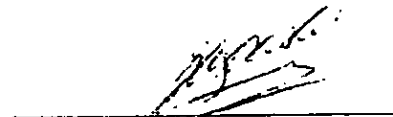
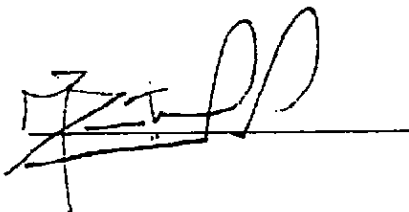
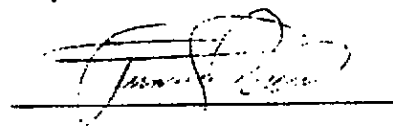


**RESOLVED:** that it is in the best interests of the Company to enter into the Merger; and that at the Effective Time, the MergeCo, as the Surviving Entity, shall assume all of Basc Delaware's liabilities and obligations, the rights, privileges, powers, franchises, properties and assets, and the identity and separate existence of the Company shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the Company shall be vested in the MergeCo as the Surviving Entity.

**2.     Agreement and Plan of Merger**

**RESOLVED:** That the form, terms and provisions of the Agreement and Plan of Merger by and between the Company and MergeCo in substantially the form presented to the members and attached hereto as Exhibit A (the "**Merger Agreement**"), be and the same hereby are, approved;

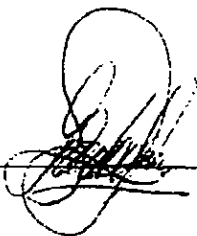


This Written Consent in Lieu of a Special Meeting of Shareholders shall be filed with the minutes of the meeting of directors of this Company and shall be treated for all purposes as resolutions taken at a meeting.

Country	Name	Signature
Colombia	Ricardo Ernesto Sanabria	
Costa Rica	Alvaro Alpizar	
Dominican Republic	July De La Cruz	
Ecuador	Emilio Aguiar	
El Salvador	Mario Ballesteros	
Guatemala	Juan Francisco Toruño	
México	Jaime Reyes	

Panamá


Abdiel Lamboglia G.



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Perú

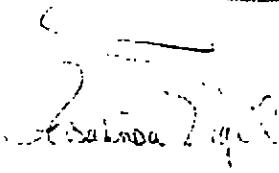
Patricia Siles



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USA

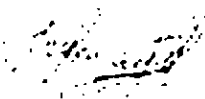
Rosalinda Vigil



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Venezuela

Rubén Castillo



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**WRITTEN CONSENT OF THE BOARD OF DIRECTORS  
FOR WORLD BASC ORGANIZATION, INC.  
IN LIEU OF A SPECIAL MEETING**

[March 15, 2019]

The undersigned, being the directors of WORLD BASC ORGANIZATION, Inc., ("Company"), pursuant to Florida Statute 607.0811, hereby consents, approves and adopts the following resolutions as if duly adopted at a meeting of the board of directors held for this purpose:

**WHEREAS** the Company is a not for profit corporation, duly organized, validly existing, and in good standing under the laws of Florida;

**WHEREAS** the undersigned deems it to be advisable and in the best interests of the Company to merge with WORLD BASC ORGANIZATION, Inc., a DELAWARE CORPORATION (the "BASC DELAWARE"), so that Company will continue as the surviving business entity by virtue and under the laws of Florida (the "**Merger**");

**WHEREAS**, WORLD BASC ORGANIZATION, INC., will be the surviving corporation in the Merger (sometimes referred to as the "**Surviving Entity**");

1. **Merger**

**RESOLVED:** that the merger between the Company and the BASC DELAWARE be and hereby is approved.

**RESOLVED:** that the Company merge with and allow BASC DELAWARE to merge into the Company, with the Company to be the Surviving Entity; that the effective time of the Merger (the "**Effective Time**") shall be upon the filing of the Certificate of Merger with the Florida Department of State, Division of Corporations;

**RESOLVED:** that it is in the best interests of the Company to enter into the Merger; and that at the Effective Time, the Company, as the Surviving Entity, shall assume all of the BASC DELAWARE's liabilities and obligations, the rights, privileges, powers, franchises, properties and assets, and the identity and separate existence of BASC DELAWARE shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the BASC DELAWARE shall be vested in the Company as the Surviving Entity.

2. **Agreement and Plan of Merger**

**RESOLVED:** That the form, terms and provisions of the Agreement and Plan of Merger by and between the Company and BASC DELAWARE in substantially the form presented to this board of directors and attached hereto as Exhibit A (the "**Merger Agreement**"), be and the same hereby are, approved; and that the Merger Agreement be submitted to the MEMBERS of the Company for Member approval; and, subject to Member approval, that the Officers listed below (each, an "**Authorized Officer**") be, and each of them acting individually hereby is, authorized

and empowered in the name and on behalf of the Company to execute the Merger Agreement with such changes therein as an Authorized Officer by his delivery thereof approves, the execution and delivery of the Merger Agreement to be conclusive evidence that the same has been approved by the board of directors of the Company.

Name: Fermin Cuza

Alvaro Alpizar

3. **General Authorization**

**RESOLVED:** That the preceding resolutions relating to the Merger may be rescinded or amended by the board of directors of the Company at any time before the Effective Time.

**RESOLVED:** That the Authorized Officers be, and each of them acting individually hereby is, authorized and empowered (i) to prepare or cause to be prepared, execute, seal and deliver or cause to be delivered, in the name and on behalf of the Company, any and all documents, agreements and instruments to effectuate any of the foregoing resolutions or any of the transactions contemplated thereby, all with such changes therein as any such officer may deem necessary or desirable, and (ii) to take such action, or to cause others to take such action, in the name and on behalf of the Company, as may in the judgment of any such officer so acting be necessary or appropriate in connection with, or in furtherance of, any of the foregoing resolutions or any of the transactions contemplated thereby, the execution and delivery of any such document, agreement or instrument or the taking of any such action being conclusive evidence of such officer's authority hereunder to so act.

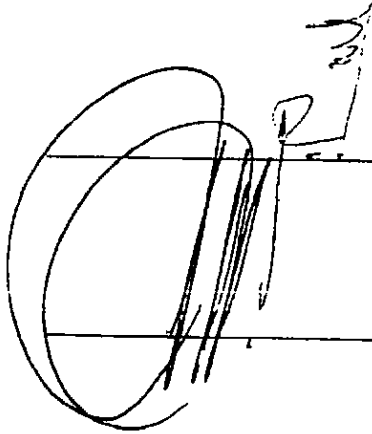
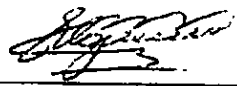

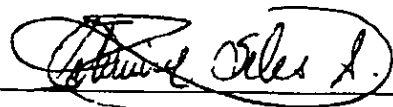
4. **Filing with Corporate Records**

**RESOLVED:** That the Authorized Officers be, and each of them acting individually hereby is, authorized and directed to file with the records of the Company each of the agreements, instruments, certificates and documents referred to in the preceding resolutions; and that this written consent be filed with the records of meetings of the board of directors.

This Written Consent in Lieu of a Special Meeting of Board of Directors shall be filed with the minutes of the meeting of directors of this Company and shall be treated for all purposes as resolutions taken at a meeting.

[SIGNATURES IN THE NEXT PAGE]

[SIGNATORIES TO BE PROVIDED]

Name	Title	Signature
Ricardo Sanabria	Director	
Alvaro Alpizar	Director	
Emilio Aguiar	Director	
Armando Rivas	Director	
Patricia Siles	Director	