

AMM0021353

(Requestor's Name)

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☐ WAIT

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

- need complete dates
Cannot file under
Corp stat. - either cross
entity or LLC merger
Office Use Only



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08/03/16--01020--006 **70.00

Merger

SEP 12 2016

R. WHITE

STATE OF FLORIDA
TALLAHASSEE, FLORIDA

15 AUG -3 PM 1:45

FILED



Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: ALFA VITAMINS LABORATORIES, INC.

Dear Sir or Madam:

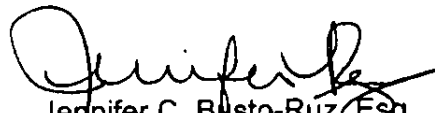
Enclosed please find the Article of Merger and the Plan and Agreement of Merger for the merger of Alfa Vitamins Laboratories, Inc., a Florida corporation, and Alfa Manufacturing, LLC, a Florida limited liability company. Payment in the amount of \$70.00 for the filing fees has also been submitted. A certified copy is declined.

For further information concerning this matter, please contact the undersigned at (305) 921-9326. Additionally, please return all correspondence concerning this matter to:

Jennifer Ruz
Ruz & Ruz PL
300 Sevilla Avenue, Suite 301
Coral Gables, FL 33134

Please do not hesitate to contact the undersigned with any questions or

Sincerely,


Jennifer C. Busto-Ruz Esq.
Ruz & Ruz PL

Enclosure(s)

15 SEP -9 AM 10:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FL
RECEIVED

ARTICLES OF MERGER

The following Articles of Merger are being submitted pursuant to Fla. Stat. 607.109, 617.0302, and/or 605.1025 605.1025:

FIRST:

The exact name, form/entity type, and jurisdiction of each merging party are:

1. Name: ALFA VITAMINS LABORATORIES INC.
Jurisdiction: Florida (Document No: P00000021353)
Form / Entity Type: Corporation
2. Name: ALFA MANUFACTURING, LLC
Jurisdiction: Florida (Document No: L13000014650)
Form / Entity Type: Limited Liability Company

FILED
16 AUG -3 PM 1:46
CLERK OF STATE
TALLAHASSEE, FLORIDA

SECOND:

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

Name: ALFA VITAMINS LABORATORIES INC.
Jurisdiction: Florida (Document No: P00000021353)
Form / Entity Type: Corporation

THIRD:

The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, of the Florida Statutes. Additionally, the attached plan of merger was approved by each member of such limited liability company who, as a result of the merger, may have interest holder liability under Fla. Stat. 605.1023(1)(b).

FOURTH:

The surviving entity exists before the merger and is a domestic filing entity, with no amendment to its public organic record.

FIFTH:

The merging limited liability company agrees to pay any members with appraisal rights the amount to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH:

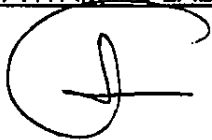
The effective date of the merger is the date of filing.

SEVENTH: N/A

EIGHTH:

Signatures for each corporation:

For ALFA VITAMINS LABORATORIES INC., the surviving corporation, by:

A handwritten signature in black ink, consisting of a large, stylized capital 'A' followed by a horizontal line and a small flourish.

Alejandro Valdes, *Director*

For ALFA MANUFACTURING, LLC, the merging corporation, by:

A handwritten signature in black ink, identical to the one above, consisting of a large, stylized capital 'A' followed by a horizontal line and a small flourish.

Alejandro Valdes, *Manager*

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER is made as of July 27, 2016, among and between ALFA VITAMINS LABORATORIES INC. (the "Surviving Corporation") and ALFA MANUFACTURING, LLC (the "Absorbed Corporation").

RECITALS

WHEREAS, the Surviving Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 4701 NW 77th Avenue, Miami, FL 33166.

WHEREAS, Surviving Corporation has a capitalization of 7,500 authorized shares of common stock with par value of One Dollar (\$1.00) per share, of which 7,500 are issued and outstanding.

WHEREAS, Absorbed Corporation is a limited liability company organized and existing under the laws of Florida, with its principal office at 4701 NW 77th Avenue, Miami, FL 33166.

WHEREAS, Absorbed Corporation has a stated capitalization of \$1,000, divided into membership units with a par value of One Dollar (\$1.00) per unit, of which 1,000 are deemed issued and outstanding.

WHEREAS, the sole member of the Absorbed Corporation is also the sole shareholder of the Surviving Corporation.

WHEREAS, both the Boards of Directors of the Surviving Corporation and the Manager of the Absorbed Corporation deem it desirable and in the best business interests of the corporations and their shareholders and members that the Absorbed Corporation be merged into the Surviving Corporation pursuant to the provisions of Fla. Stat. § 605.1021, *et seq.*, of the Florida Revised Limited Liability Company Act and Fla. Stat. § 607.1101, *et seq.*, of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

NOW THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions contained herein, the Surviving Corporation and the Absorbed Corporation agree as follows:

1. MERGER. ALFA MANUFACTURING, LLC shall merge with and into ALFA VITAMINS LABORATORIES INC., which shall be the surviving corporation.

2. TERMS AND CONDITIONS. On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving Corporation shall succeed to all the rights, privileges, immunities, and franchises, and

all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving Corporation shall then be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

3. CONVERSION OF SHARES. The manner and basis of converting the shares of the Absorbed Corporation into shares, rights, obligations, and other securities of the Surviving Corporation is as follows:

(a) Each share of the issued and outstanding units of the Absorbed Corporation, as of the effective date of the Merger, shall be converted into 1 share of the \$1.00 par value common stock of the Surviving Corporation, which shares of common stock shall then be issued and outstanding. However, in no event shall fractional shares of the Surviving Corporation be issued. In lieu of the issuance of fractional shares to which any holder of the common stock of the absorbed corporation would otherwise be entitled as a result of the conversion, a payment in cash shall be made equal to the value of such fraction, based on the market value of the common stock on the effective date of the merger.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for units in the Absorbed Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in the manner that the Surviving Corporation shall legally require. On receipt of the unit certificates, the Surviving Corporation shall issue and exchange certificates for shares of common stock in the Surviving Corporation, representing the number of shares of stock to which the holder is entitled as provided above. The Surviving Corporation shall issue to an agent for the holders otherwise entitled as provided above. The Surviving Corporation shall issue to an agent for the holders otherwise entitled to fractional share interests, and the agent shall sell the whole shares and pay over the proceeds to the entitled shareholders in proportion to their fractional share interests.

(c) Holders of certificates of units of the Absorbed Corporation shall not be entitled to dividends payable on shares of stock in the Surviving Corporation until certificates have been issued to those shareholders. Then, each such shareholder shall be entitled to receive any dividends on shares of stock of the Surviving Corporation issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those shareholders of the certificate for his or her shares in the Surviving Corporation.

4. CHANGES IN ARTICLES OF INCORPORATION. The articles of incorporation of the Surviving Corporation shall continue to be its articles of incorporation following the effective date of the merger.

5. **CHANGES IN BYLAWS.** The bylaws of the Surviving Corporation shall continue to be its bylaws following the effective date of the merger.

6. **DIRECTORS & OFFICERS.** The directors and officers of the Surviving Corporation on the effective date of the merger shall continue as the directors and officers of the Surviving Corporation for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

7. **PROHIBITED TRANSACTIONS.** Neither the Surviving or Absorbed Corporations shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, and will take all action necessary or appropriate under the laws of the State of Florida and the British Virgin Islands to consummate this merger.

8. **APPROVAL BY SHAREHOLDERS.** This plan of merger shall be submitted for the approval of the shareholders and members of the Surviving and Absorbed Corporations in the manner provided by the applicable laws of the State of Florida.

9. **EFFECTIVE DATE OF MERGER.** The effective date of this merger shall be the date when Articles of Merger are filed by the Florida Department of State.

10. **ABANDONMENT OF MERGER.** This plan of merger may be abandoned at any time prior to the effective date by either the unanimous agreement of the boards of directors of the Surviving and Absorbed Corporations; or by action of the board of directors of any of either the Surviving or Absorbed Corporations and on the happening of any of the following events:

(a) The plan of merger is not approved by the shareholders of either the Surviving or Absorbed Corporations;

(b) If, in the judgment of any such board of directors, the merger would be impracticable because of the number of dissenting shareholders asserting appraisal rights under the laws of the State of Florida or the laws of the British Virgin Islands;

(c) If any material action or proceeding is instituted or threatened against any of either the Surviving or Absorbed Corporations or their assets;

(d) If, between the date of this agreement and the effective date of the merger, there has been, in the opinion of such board of directors, a material adverse change in the business or financial condition of or affecting any of either the Surviving or Absorbed Corporations; or

(e) If, without the prior written consent of each of the Surviving and Absorbed Corporations, any of them shall have engaged in any transaction prohibited by this agreement.

11. EXECUTION OF AGREEMENT. This plan of merger may be executed in any number of counterparts and each counterpart shall constitute an original instrument.

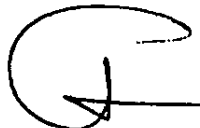
12. RIGHTS OF DISSENTING SHAREHOLDERS. If this Plan of Merger is effected, dissenting shareholders may be entitled, if they comply with applicable provisions of the Florida Business Corporation Act, to be paid the fair value of their shares. Fla. Stat. §§ 607.1103, 607.1301, 607.1302, and 607.1320 are included as Exhibit A to this Plan of Merger, as required.

[THE REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned have each executed this Agreement as of the date first written above.

SURVIVING CORPORATION:

**ALFA VITAMINS LABORATORIES
INC.**



By: Alejandro Valdes

Title: President

ABSORBED CORPORATION:

ALFA MANUFACTURING, LLC



By: Alejandro Valdes

Title: Manager



FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 11, 2016

JENNIFER RUZ
300 SEVILLA AVE STE 301
CORAL GABLES, FL 33134

SUBJECT: ALFA VITAMINS LABORATORIES INC.
Ref. Number: P00000021353

We have received your document for ALFA VITAMINS LABORATORIES INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The document you have submitted does not meet the filing requirements of this office. To merge an LLC into a corporation, you would need to complete the *certificate of merger for a Florida limited liability company*. Also, the dates listed are incomplete and must be complete on the document you are filing.

We are enclosing the proper form(s) with instructions for your convenience.

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.

Rebekah White
Regulatory Specialist II

Letter Number: 716A00016994