

P000000047944

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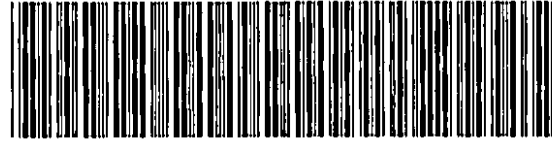
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COVER LETTER

TO: Amendment Section
Division of Corporations

2017 DEC 29 AM 5:00

SUBJECT: Urbieto Oil, 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:

Ignacio M. Urbieto
Contact Person

Urbieto Oil, Inc.
Firm/Company

9701 NW 89 Ave
Address

Medley, FL 33178
City/State and Zip Code

imurbieto@urbietoil.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Ignacio M. Urbieto At (305) 884-0008 ext. 211
Name of Contact Person 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

ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act pursuant to section 607.1105, Florida Statutes.

First: The name, jurisdiction, and document number of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
URBIETA OIL, INC.	Florida	P00000047944

Second: The name, jurisdiction, and document number of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
URBIETA MANAGEMENT INVESTMENTS, INC.	Florida	P98000028126
URBIETA STATIONS GROUP, INC.	Florida	P01000122311

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective at midnight at the beginning of January 1, 2018.

Fifth: The Plan of Merger was adopted by the shareholders of the surviving corporation on December 28, 2017.

Sixth: The Plan of Merger was adopted by the shareholders of the merging corporations on December 28, 2017.

Seventh: Signature for each party:

The surviving corporation:
URBIETA OIL, INC.


By:



Guillermo Urbieto
As Director

The merging corporations:
URBIETA MANAGEMENT INVESTMENTS, INC.

By:



Guillermo Urbieto
As Director

URBIETA STATIONS GROUP, INC.

By:



Guillermo Urbieto
As Director

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>
URBIETA OIL, INC.	Florida

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
URBIETA MANAGEMENT INVESTMENTS, INC.	Florida
URBIETA STATIONS GROUP, INC.	Florida

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

3.1 **Merger.** Upon the terms and subject to the conditions of this Plan of Merger and the applicable provisions of Florida Law, at the Effective Date, each of Urbietta Management Investments, Inc., and Urbietta Stations Group, Inc., shall be merged with and into Urbietta Oil, Inc. The separate existence of each of Urbietta Management Investments, Inc., and Urbietta Stations Group, Inc., shall cease. Urbietta Oil, Inc., shall continue as the surviving entity of the merger.

3.2 **Effective Date.** The merger shall become effective at midnight at the beginning of January 1, 2018 (the "Effective Date").

3.3 **Effect of the Merger.** At the Effective Date, the effect of the merger shall be as provided in this Plan of Merger and the applicable provisions of Florida Law. Urbietta Oil, Inc., shall possess all the property, rights, privileges, powers, and franchises of Urbietta Management Investments, Inc., and Urbietta Stations Group, Inc. Urbietta Oil, Inc., shall be subject to all debts, liabilities, and duties of Urbietta Management Investments, Inc., and Urbietta Stations Group, Inc.

3.4 **Articles of Organization; Bylaws.** At the Effective Date, the Articles of Incorporation of Urbietta Oil, Inc., as in effect immediately prior to the Effective Date, shall remain the Articles of Incorporation of the surviving entity until thereafter amended as provided by law. At the Effective Date, the bylaws of Urbietta Oil, Inc., as in effect immediately prior to the Effective Date, shall remain the bylaws of the surviving entity until thereafter amended as provided by law.

3.5 **Initial Directors and Officers** The initial directors and officers of the surviving entity shall remain the following directors and officers of Urbietta Oil, Inc.:

<u>Name</u>	<u>Position(s)</u>
Ignacio Urbietta Jr.	Director and President
Guillermo Urbietta	Director
Ignacio M. Urbietta	Secretary and General Counsel

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or

other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Shares of each of Urbietta Management Investments, Inc., and Urbietta Stations Group, Inc., shall be merged with and into Urbietta Oil, Inc. Each share of each of Urbietta Management Investments, Inc., and Urbietta Stations Group, Inc., issued and outstanding immediately prior to the Effective Date, will be canceled and extinguished and automatically converted to one validly issued, fully paid, and nonassessable share of Urbietta Oil, Inc. Each party to the merger certifies that no party has a right to acquire additional shares in the surviving entity at this time.

Fifth: If at any time after the Effective Date any further action is necessary or desirable to carry out the purposes of this merger to best Urbietta Oil, Inc., with full right, title, and possession to all assets, property, rights, privileges, powers, and franchises of Urbietta Management Investments, Inc., and Urbietta Stations Group, Inc., the officers, shareholders, and directors of the parties to the merger may take all such lawful and necessary action.

The above Plan of Merger was adopted and approved by each party to the merger pursuant to the provisions and stipulations of the Florida Statutes.