

# P00000107670

Florida Department of State  
Division of Corporations  
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Account Name : GEOFFREY M. WAYNE, P.A.  
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**MERGER OR SHARE EXCHANGE  
BETTOLI TRADING, CORP.**

Certificate of Status	0
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*Merger* ✓

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** BETTOLI TRADING, CORP.

\_\_\_\_\_  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Alexis Koratich

\_\_\_\_\_  
Contact Person

Geoffrey M. Wayne, P.A.

\_\_\_\_\_  
Firm/Company

135 San Lorenzo Ave., PH 840

\_\_\_\_\_  
Address

Coral Gables, FL 33146

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

gm@abogadoralami.com

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

For further information concerning this matter, please call:

Alexis Koratich

At ( 305 ) 381-8108

\_\_\_\_\_  
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**

**(Profit Corporations)**

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 and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable).
BETTOLI TRADING, CORP.	Florida	P00000107670

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
INVERSIONES OLIBE C.A. INC.	Florida	P17000001559

**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.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 06/26/2017

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 06/26/2017

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*

[illegible]

**PLAN OF MERGER**  
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the parent corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

INVERSIONES OLIBE C.A. INC.

Florida

The name and jurisdiction of each subsidiary corporation:

Name

Jurisdiction

BETTOLI TRADING, CORP.

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

On the Effective Date, each share issued by the Disappearing Company shall automatically be canceled, retired and cease to exist and no payment shall be made with respect thereto because the Disappearing Company was the sole owner of the Surviving Corp. before the Merger.

*(Attach additional sheets if necessary)*

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

On the Effective Date, each share issued by the Disappearing Company shall automatically be canceled, retired and cease to exist and no payment shall be made with respect thereto because the Disappearing Company was the sole owner of the Surviving Corp. before the Merger.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

NA

## PLAN OF MERGER

Merger between BETTOLI TRADING, CORP., a Florida corporation (the "Surviving Corp.") and INVERSIONES OLIBE C.A. INC., a Florida corporation (the "Disappearing Company") (collectively the "Parties"). This Merger is being effected under this Plan of Merger ("Plan") in accordance with §§ 807.1104 et seq. of the Florida Business Corporation Act (the "Act").

1. **Articles of Incorporation.** The Articles of Incorporation of Surviving Corp., as previously amended and in effect immediately before the Effective Date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Incorporation of the Surviving Corp. from and after the Effective Date until further amended as permitted by law.

2. **Cancellation of Membership Units of the Disappearing Company.** On the Effective Date, each share issued by the Disappearing Company shall automatically be canceled, retired and cease to exist and no payment shall be made with respect thereto because the Disappearing Company was the sole owner of the Surviving Corp. before the Merger.

3. **Effect of Merger.** On the Effective Date, the separate existence of Disappearing Company shall cease, and Surviving Corp. shall be fully vested in Disappearing Company's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 of the Act.

4. **Supplemental Action.** If at any time after the Effective Date, the Surviving Corp. shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Corp. or Disappearing Corp., as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Corp., any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Corp., or to otherwise carry out the provisions of this Plan.

5. **Filing with the Florida Secretary of State and Effective Date.** On the Closing the Disappearing Company and Surviving Corp. shall cause their respective Directors to execute Articles of Merger in the form attached to this Agreement and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Corp. to the Florida Secretary of State. In accordance with §807.1105(1)(b) of the Act, the Articles of Merger shall specify the "Effective Date," which shall be April 12, 2017.

6. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the Parties which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time before the vote of the shareholders of the Parties by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with §607.1103 of the Act.

7. **Termination.** At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the Board of Directors of the Disappearing Company and Board of Directors of the Surviving Corp., notwithstanding favorable action by the shareholders of the Parties.

**IN WITNESS WHEREOF**, the undersigned have duly caused this Agreement to be executed as of this 27 day of June, 2017.

Surviving Corp.:

BETTOLI TRADING, CORP., a Florida corporation

By: 

Maurizio L. Bettoli, Director

Disappearing Company:

INVERSIONES OLIBE C.A. INC., a Florida corporation

By: 

Maurizio L. Bettoli, Director