

10/15/2019

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**MERGER OR SHARE EXCHANGE**

**EST Financial Resources, Inc.**

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Electronic Filing Menu

Corporate Filing Menu

Help

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**ARTICLES OF MERGER**  
**FOR**  
**FLORIDA CORPORATION**

The following Articles of Merger are submitted to merge the following Florida corporations in accordance with the Florida Business Corporation Act, pursuant to Sections 607.1101, 607.1104, 607.1105, 607.1107 of the Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Privee Inc.	British Virgin Islands	Corporation

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
EST Financial Resources, Inc.	Florida	Corporation

**THIRD:** The attached Plan of Merger was adopted by the sole voting shareholder and the board of directors of the surviving corporation on October 15, 2019.

**FOURTH:** The attached Plan of Merger was adopted by the shareholders and the board of directors of the merging corporation on October 15, 2019.

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

**SIXTH:** The merger is to become effective upon the filing of these Articles.

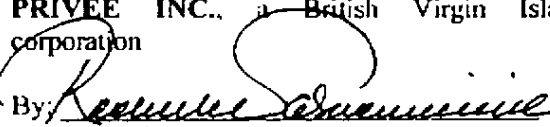
**SEVENTH:** The Plan of Merger is on file at 2875 NE 191 ST, PH 1, Aventura, FL 33180, the office of the surviving corporation.

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


**[SIGNATURE PAGE FOLLOWS]**

IN WITNESS WHEREOF, said surviving corporation and the merging corporation have caused these Articles of Merger to be signed by all of the members of their respective Board of Directors on this 15<sup>th</sup> day of October 2019.


**PRIVEE INC.,** a British Virgin Islands corporation

By:   
Name: Rochelle Tabacinic  
Title: Director

**EST FINANCIAL RESOURCES, INC.,** a Florida corporation

By:   
Name: Carol Sredni  
Title: Director

By:   
Name: Evelyn Sredni  
Title: Director

By:   
Name: Mark Tabacinic  
Title: Director

**AGREEMENT AND PLAN OF MERGER  
MERGING PRIVEE INC.  
WITH AND INTO EST FINANCIAL RESOURCES, INC.**

**THIS AGREEMENT AND PLAN OF MERGER** (this "Plan of Merger"), effective as of October 15, 2019, is made by **PRIVEE INC.**, a corporation organized and existing under the laws of the British Virgin Islands ("PRIVEE") and **EST FINANCIAL RESOURCES, INC.**, a Florida corporation and a wholly owned subsidiary of PRIVEE ("EST FINANCIAL").

**WHEREAS**, PRIVEE and EST FINANCIAL desire to effect the statutory merger of PRIVEE with and into EST FINANCIAL pursuant to the Act, with EST FINANCIAL to survive such merger;

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

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

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

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

2. **Capital Stock.** The number of issued and outstanding shares of PRIVEE is Forty Thousand (40,000), of par value \$1.00 per share, all of which are one class and are common shares, and all of which are entitled to vote on the Merger and which represent one hundred percent (100%) of the issued and outstanding shares of the capital stock of PRIVEE. The total number of issued and outstanding shares of EST FINANCIAL is Ten Thousand (10,000) shares, par value \$0.01 per share, of Non-Voting Common Stock and Ten Thousand (10,000) shares, par value \$0.01 per share, of Voting Common Stock, and the shares of Voting Common Stock are entitled to vote on the Merger, and the shares of Non-Voting Common Stock and Voting Common Stock

which are all common stock represent one hundred percent (100%) of the issued and outstanding shares of the stock of EST FINANCIAL. The issued shares of PRIVEE shall, upon the Effective Date, be surrendered and cancelled. New shares in EST FINANCIAL shall be issued upon written resolution of its board of directors to accurately reflect the issuance of the shares of EST FINANCIAL pursuant to the terms of the Merger. The total of issued shares shall continue to represent one hundred percent (100%) of the shares in EST FINANCIAL.

3. **Rights and Obligations.** The Merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of the State of Florida (the "Effective Date"), and, as of the Effective Date, EST FINANCIAL shall possess and be subject to all the rights, privileges, powers, franchises, property (real, personal and mixed), restrictions, disabilities, duties, and debts of PRIVEE.

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

5. **Articles of Incorporation.** The Amended and Restated Articles of Incorporation of EST FINANCIAL that shall be filed immediately after the Merger shall be the Articles of Incorporation of EST FINANCIAL as of and after the Effective Date.

6. **Bylaws.** The Amended and Restated Bylaws of EST FINANCIAL that shall be in effect immediately after the Merger shall be the Bylaws of EST FINANCIAL as of and after the Effective Date.

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

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

9. **Approval by the Shareholder and the Board of Directors of PRIVEE.** This Plan of Merger was approved and adopted by the sole shareholder and the sole Director of

PRIVEE pursuant to that certain Unanimous Written Consent of the Sole Director and Sole Shareholder of PRIVEE, dated October 15, 2019.


10. **Approval by Shareholder and Board of Directors of EST FINANCIAL.** This Plan of Merger was approved and adopted by the sole shareholder and all of the Members of the Board of Directors of EST FINANCIAL, pursuant to that certain Unanimous Written Consent of all of the Members of the Board of Directors and the Sole Shareholder of EST FINANCIAL, dated October 15, 2019.

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

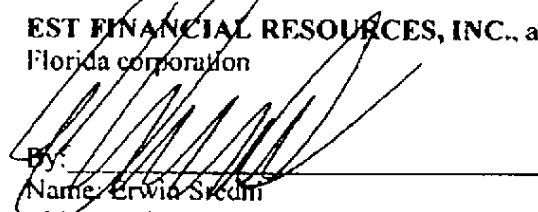
**[SIGNATURE PAGE FOLLOWS]**

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

**PRIVEE INC.**, a British Virgin Islands corporation

By:   
Name: Rochelle Tabacnic  
Title: Director

**EST FINANCIAL RESOURCES, INC.**, a Florida corporation

By:   
Name: Erwin Siedm  
Title: President