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Florida Department of State
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MERGER OR SHARE EXCHANGE**Barcia Holdings, Inc.**

| | |
|-----------------------|---------|
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C.L.
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ARTICLES OF MERGER

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ARTICLE I.

The exact name, street address of principal office, jurisdiction, and entity type for each merging party are, ^{P04000108507}BARCIA HOLDINGS, INC., a Florida corporation whose corporate address is 4242 NW 2nd Street, Apt. 1510, Miami, Florida 33126 (the "Surviving Entity") and ^{M05000000870}ORION CAPITAL INVESTMENTS, L.L.C., a Delaware limited liability company whose corporate address is 4242 NW 2nd Street, Apt. 1510, Miami, FL 33126 (the "Disappearing Entity").

ARTICLE II.

The name of the Surviving Entity is **BARCIA HOLDINGS, INC., a Florida corporation**

ARTICLE III.

The attached Plan of Merger meets the requirements of section(s) 605.1109 and 605.1025 and/or 617.0302 Florida Statutes, and was approved by Surviving Entity and Disappearing Entity as parties to the merger in accordance with Chapter(s) 605, 607, 617 and/or 620, Florida Statutes.

ARTICLE IV.

The Surviving Entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a member of the Surviving Entity.

ARTICLE V.

The merger is permitted under the law of the State of Florida and is not prohibited by the agreement articles of incorporation, bylaws or other the regulations or articles of organization of the Disappearing Entity or Surviving Entity.

ARTICLE VI.

The merger shall become effective as of filing hereof.

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ARTICLE VII.

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The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

SURVIVING ENTITY:

BARCIA HOLDINGS, INC., a Florida corporation

By: _____

Antonio Barcia, President

DISAPPEARING ENTITY:

ORION CAPITAL INVESTMENTS, L.L.C., a Delaware limited liability company

By: **Antonio Rodrigo Barcia, as Trustee of the Antonio Rodrigo Barcia Revocable Trust, Member**

By: _____

Antonio Barcia, Trustee

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PLAN AND AGREEMENT OF MERGER

This is a Plan and Agreement of Merger ("Agreement") between **ORION CAPITAL INVESTMENTS, L.L.C.**, a Delaware limited liability company (the "Merging Entity"), and **BARCIA HOLDINGS, INC.**, a Florida corporation (the "Surviving Corporation").

ARTICLE 1. PLAN OF MERGER

Plan Adopted

1.01. A plan of merger by and between the Merging Entity and the Surviving Corporation, pursuant to Section Section 605.1025 and Section 607.1109 of the Florida Statutes, is adopted as follows:

(a) The Merging Entity shall be merged with and into the Surviving Corporation, to exist and be governed by the laws of the State of Florida.

(b) The name of the Surviving Corporation is **BARCIA HOLDINGS, INC.**, a Florida corporation.

(c) When this Agreement shall become effective, the separate existence of the Merging Entity shall cease, and the Surviving Corporation shall succeed, without other transfer, to all the rights and property of the Merging Entity and shall be subject to all the debts and liabilities of the Merging Entity in the same manner as if the Surviving Corporation had itself incurred them. All rights of creditors and all liens on the property of each constituent corporation shall be preserved unimpaired, limited in lien to the property affected by the liens immediately prior to the merger.

(d) The Surviving Corporation will carry on business with the assets of the Merging Entity.

(e) The members of the Merging Entity will surrender all of their share certificates in the manner hereinafter set forth.

(f) The Articles of Incorporation of the Surviving Corporation, as existing on the effective date of the merger, shall continue in full force as the Articles of Incorporation of the Surviving Corporation until altered, amended, or repealed as provided in the Articles or as provided by law.

Effective Date

1.02. The effective date of the merger shall the date when the Articles of Merger are filed with the Department of State.

ARTICLE 2. COVENANTS, ACTIONS, AND OBLIGATIONS PRIOR TO THE EFFECTIVE DATE

Interim Conduct of Business; Limitations

2.01. Except as limited by this Paragraph 2.01, pending consummation of the merger, each of the constituent corporations will carry on its business in substantially the same manner as before and will use its best efforts to maintain its business organization. Except with the prior consent in writing of the Surviving Corporation, pending consummation of the merger, the Merging Entity shall not:

(a) Create or issue any indebtedness for borrowed money.

(b) Enter into any transaction other than those involved in carrying on its ordinary course of business.

Submission to General Partner and Shareholders

2.02. This Agreement shall be submitted to the shareholders of the Merging Entity in the manner provided by the laws of the State of Florida.

ARTICLE 3. MANNER OF CONVERTING SHARES

3.01. The Surviving Corporation will issue membership certificates in the same proportion as share certificates were issued by the Merging Entity.

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ARTICLE 4. OPERATING AGREEMENT

Operating Agreement of Survivor

4.01. The By Laws of the Surviving Corporation, as existing on the Effective Date of the merger, shall continue in full force as the By Laws of the Surviving Corporation until altered, amended, or repealed as provided in the By Laws or as provided by law.

ARTICLE 5. MANAGEMENT

5.01 The Surviving Entity is a corporation who is to be managed by its President, Antonio Barcia whose address is 4242 NW 2nd Street, Apt. W-1510, Miami, Florida 33126.

ARTICLE 6. MISCELLANEOUS

Further Assurances

6.01. The Merging Entity agrees that from time to time, as and when requested by the Surviving Corporation or by its successors or assigns, it will execute and deliver or cause to be executed and delivered all deeds and other instruments. The Merging Entity further agrees to take or cause to be taken any further or other actions as the Surviving Corporation may deem necessary or desirable to vest in, to perfect in, or to conform of record or otherwise to the Surviving Corporation title to and possession of all the property, rights, privileges, powers, and franchises referred to in Article 1 of this Agreement, and otherwise to carry out the intent and purposes of this Agreement.

Entire Agreement; Counterparts

6.02. This Agreement contains the entire agreement between the parties with respect to the contemplated transaction. This Agreement may be executed in any number of counterparts, all of which taken together shall be deemed one original.

Controlling Law

6.03. The validity, interpretation, and performance of this Agreement shall be governed by, construed, and enforced in accordance with the laws of the State of Florida.

IN WITNESS WHEREOF, this Agreement was executed on March 19, 2015.

ORION CAPITAL INVESTMENTS, L.L.C., a **BARCIA HOLDINGS, INC., A FLORIDA CORPORATION**
Delaware limited liability company

By: **Antonio Rodrigo Barcia, as Trustee of the**
Antonio Rodrigo Barcia Revocable Trust,
Member

By: _____
Antonio Rodrigo Barcia, Trustee

By:

Antonio Barcia, President

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