

P04 000 139262

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

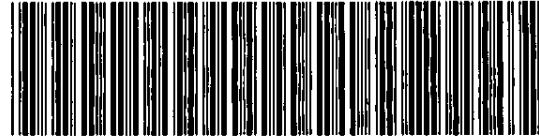
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700291655067

27 OCT 31 AM 7:00

10/27/16--01008--005 **87.50

NOV 01 2016

C. CARROTHERS

RECEIVED
16 OCT 27 AM 11:36
SUFFICIENT FILING



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 28, 2016

CAPITAL CONNECTIONS, INC.

Ref. Number: 700291655067

We have received your document for and your check(s) totaling \$87.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date cannot be prior to or more than 90 days after the date of filing in this office.

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.

Cathy A Carrothers
Regulatory Specialist

Letter Number: 516A00023190

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Southern Farms International, Inc.

Signature _____

Requested by: SETH

10/31/16

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

____ Art of Inc. File _____
____ LTD Partnership File _____
____ Foreign Corp. File _____
____ L.C. File _____
____ Fictitious Name File _____
____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
____ Annual Report / Reinstatement _____
____ Cert. Copy _____
____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Southern Farms International USA, 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:

Pablo Bared, Esq.

Contact Person

Bared & Associates, P.A.

Firm/Company

201 Alhambra Circle, Suite 601

Address

Coral Gables, FL 33134

City/State and Zip Code

mimi@baredlaw.com

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

For further information concerning this matter, please call:

Mimi Bared

Name of Contact Person

At (305)

666-6010

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

(Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Southern Farms International USA, Inc.	Florida	P04000139262

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (if known/ applicable)
Southern Farms International, Inc.	a British Virgin Island Company	
Southern Farms International USA, Inc.	Florida corporation	P04000139262

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

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 _____.

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 _____.

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)

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Southern Farms International, Inc.

Fernando Isturiz, Director

Southern Farms International USA

Fernando Isturiz, President

AGREEMENT OF MERGER

MERGER OF SOUTHERN FARMS INTERNATIONAL, INC., A BRITISH VIRGIN ISLAND COMPANY INTO SOUTHERN FARMS INTERNATIONAL USA, INC., A FLORIDA CORPORATION

THIS AGREEMENT is made and entered into effect upon filing, by and between Southern Farms International, Inc., a British Virgin Island Company and Southern Farms International USA, Inc., a Florida corporation, said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

WHEREAS, the respective Board of Directors of the Constituent Corporations deem it advisable that Southern Farms International, a British Virgin Island Company be merged into Southern Farms International USA, Inc., a Florida corporation, "the surviving corporation" under the laws of Florida in the manner provided therefore pursuant to laws of the Florida:

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed and do hereby agree, to merge upon the terms and conditions below state.

AGREEMENT TO MERGE

1. The Constituent Corporations hereby agree that the disappearing corporation shall be merged into the surviving corporation.

NAME OF MERGED CORPORATION

2. The name of the surviving corporation shall be:
Southern Farms International USA, Inc., a Florida corporation

POST OFFICE ADDRESS OF SURVIVING CORPORATION

3. Post Office address of the surviving corporation is to be:
749 Crystal Court, Weston, FL 33326

PURPOSES OF SURVIVING CORPORATION

4. The purposes of the surviving corporation are to engage in any lawful business, act or activity for which corporations may be formed under the laws of Florida.

AUTHORIZE SHARE OF SURVIVING CORPORATION

5. The present number of shares which the disappearing corporation is authorized to issue is 50,000 shares at \$1.00 par value common stock of which 50,000 shares are now issued and outstanding. The present number of shares which the surviving corporation is authorized to

issue is 100 shares of \$1.00 par value common stock. The total number of shares of capital stock which may be issued by the surviving corporation from and after the effective date of this merger is 100 shares of common stock having \$1.00 par value.

FIRST DIRECTORS

6. The present Directors of the surviving corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

NAME AND RESIDENCE OF AGENT OF CORPORATION

7. Bared & Associates, P.A. shall be and is hereby appointed as Registered Agent for corporation upon whom service, process, tax notices and demands against said Southern Farms International USA, Inc., or heir of the said Constituent Corporations may be served.

MODE OF EFFECTING MERGER

8. The mode of caring said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows;

9. Each shareholder of the disappearing corporation shall surrender his certificate or certificates to the surviving corporation during the period beginning on October 25, 2016, being the effective date of this agreement, and ending on October 26, 2016, upon surrender to the corporation of the respective certificate for outstanding shares of the disappearing corporation, it shall be issued to the respective shareholders hereof, and substitution therefore, certificates for fully paid and non-assessable common shares of the surviving corporation, in the ratio of 1 share of the surviving corporation for each 500 shares of the disappearing corporation, being a total issue of shares of the surviving corporation for the entire number of now issued and outstanding shares of the disappearing corporations; provided, however, that if any holder of shares of the disappearing corporation shall be entitled pursuant to the preceding provisions of this sentence to a fractional share of the surviving corporation, then such fractional share shall not be issued to such holder if such fraction be less than one half (1/2) and if such fractional share shall be one half (1/2) or more, such holder shall be entitled to one (1) hold share in lieu of such fractional share.

REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS OF SURVIVING CORPORATIONS:

PULLING OF INTEREST

10. The assets of disappearing corporation shall be reported in the accounts of the surviving corporation at the book value as of the effective date. The aggregate stated capital surplus, and earn surplus of the Constituent Corporation shall be, respectively, the stated capital, capital surplus, and earn surplus of the surviving corporation. The articles or certificate of

incorporation of Southern Farms International, Inc., a British Virgin Island Company are attached hereto and made part hereof as Exhibit "A".

11. The articles of certificate of incorporation of Southern Farms International USA, Inc., a Florida corporation the surviving corporation, as herein amended shall continue to be the articles of incorporation of the surviving corporation until amended as provided by law.

12. The bylaws of Southern Farms International USA, Inc., a Florida corporation shall be the bylaws of the surviving corporation.

RIGHT OF CORPORATION TO REPURCHASE ITS SHARES

13. The surviving corporation through its Board of Directors, shall have the right empower to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholder and shareholders desire to sell such shares to the corporation.

EFFECTIVE DATE OF AGREEMENT

14. This agreement shall become effective upon filing with the State in the manner provided by law. The term effective date wherever used in this agreement, shall mean the effective date herein described.

DIRECTORS RIGHT TO ABANDON MERGER

15. The Board of Directors of each of the Constituent Corporation shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this agreement.

RECORDING

16. This Agreement of Merger shall be recorded in the Public Records of the State of Florida.

EXECUTION

17. In witness whereof, the Constituent Corporation have cause of respective corporate names to be signed hereto, by the respective president and secretary, thereto dully authorized by the respective Board of Directors and its shareholders of the Constituent Corporations.

[SIGNATURE NEXT PAGE]

CERTIFICATE:

(action without a meeting)

I, Fernando Isturiz, do hereby certify:

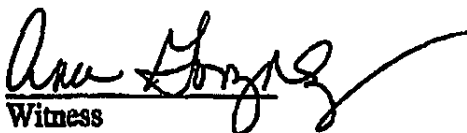
1. That pursuant to the provisions of the laws of Florida and the articles and bylaws of Southern Farms International USA, Inc., and all of the Directors of Southern Farms International USA, Inc., consented in writing on October 25, 2016 to the adoption of the foregoing Agreement of Merger.

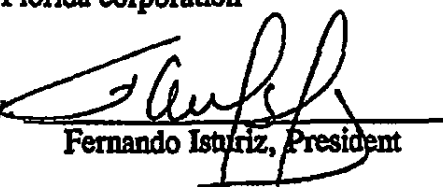
2. That pursuant to the provisions of law of Florida and pursuant to the articles and bylaws of Southern Farms International USA, Inc., the required percentage of the stockholders of Southern Farms International USA, Inc., consented in writing on October 25, 2016 to the adoption of the foregoing Agreement of Merger and authorize the President Southern Farms International USA, Inc., to execute said Agreement on its behalf.

IN WITNESS WHEREOF, we have hereon to set our hands and seals this 25th day of October, 2016.

Signed, sealed and deliver in the presence of:

Southern Farms International USA, Inc.,
A Florida corporation


Witness

By 
Fernando Isturiz, President

Signed, sealed and delivered in the presence of:

Southern Farms International, Inc.,
a British Virgin Island Company

Southern Farms International USA, Inc.,
a Florida corporation

By: 
Fernando Isturiz, Director

By: 
Fernando Isturiz, President

CERTIFICATE:
(action without a meeting)

I, Fernando Isturiz, as Director of Southern Farms International, Inc., a British Virgin Island Company do hereby certify:

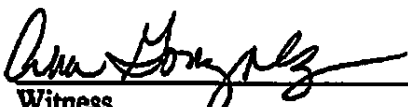
1. That pursuant to the provisions of the laws of British Virgin Island and the articles and bylaws of, Southern Farms International, Inc., a British Virgin Island Company and all of the Directors of Southern Farms International, Inc., consented in writing on October 25, 2016 to the adoption of the foregoing Agreement of Merger.

2. That pursuant to the provisions of law of British Virgin Island and pursuant to the articles and bylaws of British Virgin Island the required percentage of the stockholders of Southern Farms International, Inc., consented in writing on October 25, 2016 to the adoption of the foregoing Agreement of Merger and authorize the Director of Southern Farms International Inc., to execute said Agreement on its behalf.

IN WITNESS WHEREOF, we have hereon to set our hands and seal this 26th October 2016.

Signed, sealed and delivered in the presence of:

Southern Farms International, Inc.,
A British Virgin Island Company


Witness

By: 
Fernando Isturiz, Director