

PD6000059482

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

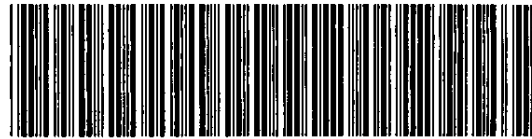
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200296407432

03/10/17--01031--014 **70.00

200296407432
03/10/17--01031--014 **70.00

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 MAR 10 PM 3:27

MAR 20 2017
C McNAIR

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TRG Global SRL.

Name of Surviving Corporation

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 MAR 10 PM 3:29

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

Please return all correspondence concerning this matter to following:

Gary Wykle

Contact Person

The Republic Companies

Firm/Company

444 Brickell Avenue, Suite 51-446

Address

Miami, Florida 33131

City/State and Zip Code

gw@trg.global

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

For further information concerning this matter, please call:

Gary Wykle

Name of Contact Person

At (305) 728-5152

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)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
17 MAR 10 PM 3:27

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)
TRG Global SRL	Dominican Republic	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
The Republic Group, Inc.	Florida	P06000059482

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
March 6, 2017 _____ 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
March 6, 2017 _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

[illegible]

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

TRG Global SRL.

Dominican Republic

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

Name

Jurisdiction

The Republic Group, Inc.

Florida

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

Plan of Merger Attached

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:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER

This Plan of Merger is made and entered into as of the 6th day of March, 2017 between **The Republic Group, Inc.**, a Florida corporation, and **TRG Global, SRL.**, a Dominican Republic corporation, hereinafter referenced as "Constituent Corporations."

WHEREAS, the Constituent Corporations desire that The Republic Group, Inc. merge with and into TRG Global, SRL. (the "Merger") upon the terms and subject to the conditions herein set forth and in accordance with the laws of the State of Florida and the jurisdiction of Dominican Republic, respectively; and

WHEREAS, the Board of Directors of each Constituent Corporation have approved and adopted this Plan of Merger;

NOW, THEREFORE, the Constituent Corporations do hereby covenant and agree as follows:

1. Merger. On the effective date, The Republic Group, Inc. shall be merged with and into TRG Global, SRL., which shall be, and is herein sometimes referred to as, the Surviving Corporation. The Surviving Corporation shall continue to be governed by the laws of Dominican Republic, and the separate corporate existence of The Republic Group, Inc. shall cease forthwith upon the Effective Date.
2. Articles of Incorporation and By-Laws. The Articles of Incorporation and the By-Laws of TRG Global, SRL. on the Effective Date shall remain the Articles of Incorporation and the By-Laws of the Surviving Corporation.
3. Shares. On the Effective Date each issued and outstanding share of common stock of The Republic Group, Inc. shall be cancelled and exchanged into shares of TRG Global, SRL.
4. Directors. The directors of The Republic Group, Inc. on the Effective Date shall not be directors of the Surviving Corporation.
5. Officers. The officers of The Republic Group, Inc. on the Effective Date shall not be officers of the Surviving.
6. Effects of Merger. At the Effective Date of this Merger, the separate existence of The Republic Group, Inc. shall cease, and the Surviving Corporation shall possess all the rights, privileges, immunities, powers, authority and franchises, of a public as well as of a private nature, and the Surviving Corporation shall be subject to all of the restrictions, liabilities, obligations and duties of each of the Constituent Corporations; and all property, real, personal and mixed, and all debts, liabilities and obligations of the Constituent Corporations on whatever account or belonging to any of the Constituent Corporations shall be vested in the Surviving Corporation without further act or deed; and all



gpe

property, rights, privileges, immunities, powers, authority and franchises, all and every other interest, shall be thereafter as effectually the property of the Surviving Corporation as they were of the Constituent Corporations; and all rights of creditors and all liens upon any property of each of the Constituent Corporations shall not revert or be in any way impaired by reason of this merger.

7.

Amendments. Notwithstanding approval of this Plan of Merger by the directors of the Constituent Corporations, the Boards of Directors of the Constituent Corporations may amend this Plan of Merger by written agreement at any time prior to the Effective Date.

8.

Effective Date of Merger. The merger of The Republic Group, Inc. into TRG Global, SRL, shall become effective on the date of filing with the Florida Secretary of State. (the "Effective Date").

9.

Termination. Notwithstanding approval of this Plan of Merger by the directors and shareholder of the Constituent Corporations, this Plan of Merger may be terminated and the Merger abandoned at any time prior to the Effective Date by mutual consent of the Boards of Directors of the Constituent Corporations.

10.

Miscellaneous. This Agreement embodies the entire agreement and understanding of the parties hereto with respect to the subject matter hereof, and supersedes all prior and contemporaneous agreements and understandings, oral or written, relative to said subject matter.

IN WITNESS WHEREOF, each of the corporate parties hereto, pursuant to authority duly granted by its board of directors, has caused this Agreement to be executed by its duly authorized officers as of the day and year first above written.

TRG Global SRL.

Charlotte Jovine
Name and Title

Charlotte Jovine
Signature



Date: March 6, 2017

The Republic Group, Inc.

GARY M. ALLEN
Name and Title

GARY M. ALLEN
Signature



Date: March 6, 2017

Corporate Resolution to Merge

WHEREAS, the Board of Directors of **TRG Global SRL**, a Dominican Republic Corporation, have unanimously agreed to merge with **The Republic Group, Inc.**, a Florida Corporation,

Be it **RESOLVED**, that TRG Global SRL merge with The Republic Group, Inc., in accordance with the terms of a Merger Agreement dated March 1, 2017, as annexed hereto, and, be it:

RESOLVED FURTHER, that Charlotte Jovine Reyes, President of the Corporation, undertake all actions necessary to carry out said resolution.

The undersigned hereby certifies that she is the duly elected and qualified Secretary and the custodian of the books and records and seal of TRG Global SRL, a corporation duly formed pursuant to the laws of the Dominican Republic, and that the foregoing is a true record of a resolution duly adopted at a meeting of the Board of Directors and that said meeting was held in accordance with the Bylaws of the Corporation on March 6, 2017, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of Republic Capital Management, S.A. this 6th day of March, 2017.

Charlotte Jovine Reyes
Charlotte Jovine Reyes, Secretary



Corporate Resolution to Merge

WHEREAS, the Board of Directors of **The Republic Group, Inc.**, a Florida Corporation, have unanimously agreed to merge with **TRG Global SRL**, a Dominican Republic Corporation

Be it **RESOLVED**, that The Republic Group, Inc. merge with TRG Global SRL, in accordance with the terms of a Merger Agreement dated March 6, 2017, as annexed hereto, and be it:

RESOLVED FURTHER, that Gary Wykle, President of The Republic Group, Inc., undertake all actions necessary to carry out said resolution.

The undersigned hereby certifies that he is the duly elected and qualified Secretary and the custodian of the books and records and seal of The Republic Group, Inc., a corporation duly formed pursuant to the laws of the State of Florida, and that the foregoing is a true record of a resolution duly adopted at a meeting of the Board of Directors and that said meeting was held in accordance with the Bylaws of the Corporation on March 6, 2017, and that said resolution is now in full force and effect without modification or rescission.

IN WITNESS WHEREOF, I have executed my name as Secretary and have hereunto affixed the corporate seal of Republic Capital Management, S.A. this 6th day of March, 2017.


Gary Wykle, Secretary

