

# P070000062073

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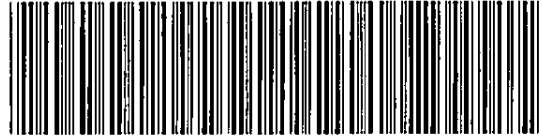
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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STATE  
TALLAHASSEE, FLORIDA

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2024 MAY 13 AM 11:44

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 465197 4329479

AUTHORIZATION : 

COST LIMIT : \$ 100.00 70.00

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ORDER DATE : May 10, 2024

ORDER TIME : 3:26 PM

ORDER NO. : 465197-005

CUSTOMER NO: 4329479  
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ARTICLES OF MERGER

VACATION PARTNER SERVICES INC

INTO

VACATION OWNERSHIP TITLE  
AGENCY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Amanda Miller

EXAMINER'S INITIALS: \_\_\_\_\_

## ARTICLES OF MERGER

The following Articles of Merger are submitted to merge VACATION PARTNER SERVICES INC., a Florida corporation, with and into VACATION OWNERSHIP TITLE AGENCY, INC., a Florida corporation, in accordance with Section 607.1105, Florida Statutes.

**FIRST:** The name, entity type, and jurisdiction of formation of the merging party is as follows (the "Merging Party"):

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
VACATION PARTNER SERVICES INC.	Corporation	Florida

**SECOND:** The name, entity type, and jurisdiction of formation of the surviving party is as follows (the "Surviving Party"):

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
VACATION OWNERSHIP TITLE AGENCY, INC.	Corporation	Florida

**THIRD:** The Surviving Party exists before the merger and is a domestic filing entity.

**FOURTH:** The agreement and plan of merger ("Plan of Merger") pursuant to which the Merging Party shall merge with and into the Surviving Party is attached hereto as Exhibit A and is incorporated herein and made a part hereof by reference.

**FIFTH:** The Plan of Merger was adopted by the sole shareholder and all of the directors of the Surviving Party on May 10th, 2024.

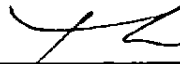
**SIXTH:** The Plan of Merger was adopted by the sole shareholder and all of the directors of the Merging Party on May 10th, 2024.

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

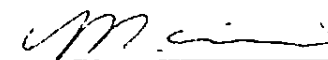
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**EIGHTH:** The undersigned parties have caused these Articles of Merger to be signed as of the 10th day of May, 2024, by a duly authorized officer or director who affirms, under penalties of perjury, that the facts stated above are true and correct.

VACATION PARTNER SERVICES INC.,  
*a Florida corporation*

By:   
Print Name: Thomas Kozyra Jr  
Its: President / Director

VACATION OWNERSHIP TITLE AGENCY,  
*INC., a Florida corporation*

By:   
Print Name: Meredith Lisk  
Its: Vice President

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**EXHIBIT A**  
**Agreement and Plan of Merger**

See attached.

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**AGREEMENT AND PLAN OF MERGER**

2024 MAY 13 AM 10: 04

**THIS AGREEMENT AND PLAN OF MERGER** (this "Plan"), is made and entered into on May 10th, 2024, by and between Vacation Ownership Title Agency, Inc., a Florida corporation, and Vacation Partner Services Inc., a Florida corporation. STATE  
TALLAHASSEE, FLORIDA

**FIRST:** The name, entity type, and jurisdiction of formation of the merging party is as follows (the "Merging Party"):

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
VACATION PARTNER SERVICES INC.	Corporation	Florida

**SECOND:** The name, entity type, and jurisdiction of formation of the surviving party is as follows (the "Surviving Party"):

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
VACATION OWNERSHIP TITLE AGENCY, INC.	Corporation	Florida

**THIRD:** The terms and conditions of the merger are as follows:

- (a) In accordance with the provisions of the Florida Business Corporation Act, the Merging Party shall be merged with and into the Surviving Party and thereupon, the separate existence of the Merging Party shall cease and the Surviving Party shall continue to exist under the name Vacation Ownership Title Agency, Inc., shall continue to be governed by the laws of the State of Florida (the "Merger"), and the separate existence of the Surviving Party with all its rights, privileges, powers, immunities and franchises, will continue unaffected by the Merger, except as set forth in this Plan. The Merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State (the "Effective Time").
- (b) The Articles of Incorporation (the "Articles") as in effect immediately prior to the Effective Time shall remain in effect until new Articles are adopted.
- (c) The Bylaws of the Merging Party, if any, shall cease to exist and the Bylaws of the Surviving Party shall remain in effect until new Bylaws are adopted.
- (d) The directors and officers of the Merging Party shall cease to exist in their respective positions of the Merging Party and the officers and directors of the Surviving Party shall remain the officers and directors of the Surviving Party at the Effective Time.
- (e) Prior to the Effective Time, each of the Merging Party and the Surviving Party shall take all action necessary or appropriate in order to effectuate the Merger. If, at any time after the Effective Time, the Surviving Party 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 or authorized representatives of the Surviving Party or the

Merging Party, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Party, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving Party to carry out the provisions of this Plan.

**FOURTH:** The manner and basis of converting the interests of the Merging Party into securities of the Surviving Party are as follows:

At the Effective Time, by virtue of the Merger and without any action on the part of any of the shareholders of the Merging Party or the Surviving Party, all of the issued and outstanding shares of stock of the Merging Party shall be cancelled and retired, and all of the shares of each class and series of capital stock of the Surviving Party issued and outstanding immediately prior to the Effective Time shall be owned by FNTC America Ltd., a New Hampshire corporation.

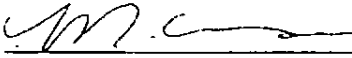
**FIFTH:** At the Effective Time, all property, real, personal and mixed, of the Merging Party, and all debts due, as well as all other things and causes of action belonging to the Merging Party, shall be vested in the Surviving Party, and shall thereafter be the property of the Surviving Party as they were of the Merging Party, and the title to any real property vested by deed or otherwise, shall not revert or be in any way impaired by reason of the Merger, but rather shall immediately vest in the Surviving Party without further action by the Merging Party or the Surviving Party. All rights of creditors and all liens upon any property of the Merging Party shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Party that have merged shall attach to the Surviving Party and may be enforced against the Surviving Party to the same extent as if the debts, liabilities and duties had been incurred or contracted by the Surviving Party.

\* \* \*

**IN WITNESS WHEREOF**, the parties have executed this Agreement and Plan of Merger as of the date first set forth above.

**SURVIVING PARTY:**

**VACATION OWNERSHIP TITLE AGENCY, INC.**, a Florida corporation

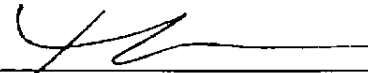
By: 

Print Name: Meredith Lisk

Its: Vice President / Director

**MERGING PARTY:**

**VACATION PARTNER SERVICES INC.**, a Florida corporation

By: 

Print Name: Thomas Kozyra Jr

Its: President / Director

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