

P090000027584

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

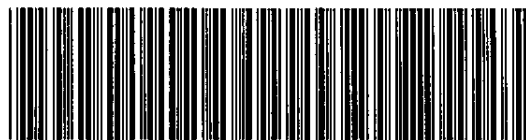
(Business Entity Name)

(Document Number)

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

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800263398978

*Merger*

09/26/14--01008--016 \*\*70.00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2014 SEP 26 PM 4:58

FILED

EFFECTIVE DATE

10.31.14

*Merger*  
*@10*

*.14*

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** \_\_\_\_\_ MILIEU CORP. \_\_\_\_\_  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

\_\_\_\_\_  
**JOSEPH MUSTACHIA**  
Contact Person

\_\_\_\_\_  
**MILIEU CORP.**  
Firm/Company

\_\_\_\_\_  
**P.O. BOX 56613**  
Address

\_\_\_\_\_  
**HOUSTON, TEXAS 77256**  
City/State and Zip Code

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

For further information concerning this matter, please call:

\_\_\_\_\_  
**JOSEPH MUSTACHIA** At ( **281** ) **6603266**  
Name of Contact Person 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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 3, 2014

JOSEPH MUSTACHIA  
THE MILIEU CORPORATION  
P.O. BOX 56613  
HOUSTON, TX 77256

SUBJECT: MILIEU CORP.  
Ref. Number: P09000027584

We have received your document for MILIEU CORP. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We regret that we were unable to contact you by phone. Please return the corrected document with a letter providing us with a telephone number where you can be reached during working hours.

We can find no record of the entity named in your document. A computer printout of a similar named entity is enclosed for your review. If this is the right name, please correct your document and return it for filing.

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.

Irene Albritton  
Regulatory Specialist II

Letter Number: 714A00021235

# **ARTICLES OF MERGER**

(Profit Corporations)

FILED

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

11th SEP 26 PM 1:38

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MILIEU CORP.	FLORIDA	P09000027584

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
THE ESPIRITU SANTO USA INC.	TEXAS	NA

**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** 10 / 31 / 2014 (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.)

**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 09/26/2014.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 09/23/2014 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 09/26/2014.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 09/23/2014 and shareholder approval was not required.

(Attach additional sheets if necessary)

Typed or Printed Name of Individual & Title

L MILIEU CORP.

Josh M. Foster

**JOSEPH MUSTACHIA PRESIDENT**

THE ESPIRITU SANTO US

Lane Jewell

LANE LLEWELLYN SEC.TREASURER

## 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

MILIEU CORP

FLORIDA

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

Name

Jurisdiction

MILIEU CORP

FLORIDA

THE ESPIRITU SANTO USA

TEXAS

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

florida laws shall govern the surviving corporation.all purposes,powers,and rights shall merge into the surviving corporation.All existing by laws of surviving corporation shall remain intact and unchanged.Accordingly on the date of merger the separate existence of the Espiritu Santo Corp.,except insofar as continued by statue shall cease.

**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:

The shareholders of the Non surviving corporation shall receive the same amount of shares in the surviving corporation as they previously held in the non surviving corporation, and each share of the non surviving corporation shall convert into one share of the Surviving corporation.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:  
none

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

on the merger date all property ,real, personal and mixed and all debts due to either corporation, and all and every other interest of or belonging to either corporation shall be taken by and deemed transferred to and vested in the surviving corporation without further act or deed and all property and every other interest shall be effectually the property of the surviving corporation as it was of the non surviving corporation., and title to any real estate or any interest whether vested by deed or otherwise in the non surviving corp. shall not revert or in any way impaired by reason of the merger, provided that all rights of creditors and ,all property liens, shareholder loans, debts, obligations, and duties, shall attach to the surviving corporation as if said obligations had been incurred or contracted by it. The non surviving corporation agrees to execute and deliver all deeds and instruments as the surviving corporation may deem necessary in order to vest in and confirm to the surviving corporation or its successors or assign title to and possession of all property and rights and otherwise carry out the intent and purposes of this agreement, thus also referring to Brokerage accounts, Bank Accounts, Credit accounts held by the non surviving corporation.