

P 090005508

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PICK-UP WAIT MAIL

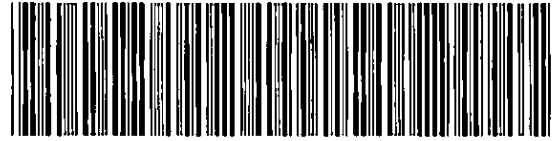
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FILED
2018 DEC 26 AM 8:38
SECRETARY OF STATE
TALLAHASSEE, FL

12/26/18--01006--005 **78.75

Merger

R. WHITE

DEC 27 2018

RECEIVED
18 DEC 26 PM 1:06
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FLORIDA RESEARCH & FILING SERVICES, INC.

1211 CIRCLE DR

TALLAHASSEE, FL 32301

PH: 850-524-4381

PLEASE FILE THE ATTACHED MERGER FOR:

JADE 3705 INC.

PLEASE RETURN CERTIFIED COPY

*** PLEASE NOTE EFFECTIVE DATE OF: 12/31/2018 ***

CK# 8112 FOR \$78.75

THANK YOU!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: JADE 3705 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:

Oscar I. Alfonso, Esq.

Contact Person

Oscar I. Alfonso & Associates, P.A.

Firm/Company

1000 Brickell Avenue, Suite 410

Address

Miami, FL 33145

City/State and Zip Code

oscar@oialaw.com

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

For further information concerning this matter, please call:

Adria M. Rodriguez

Name of Contact Person

At (305) 376-0700

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
2018 DEC 26 AM 8:37
SECRETARY OF STATE
TALLAHASSEE, FL.

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)
JADE 3705, INC.	Florida	P09000058028

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
AVOCH DEVELOPMENT CORP.	Florida	P16000000341
JADE 3705, INC.	Florida	P09000058028

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 12 / 31 / 2018 (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 12/21/2018.

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 12/21/2018.

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)

PLAN OF MERGER

The following plan of merger (the "Plan of Merger") is submitted in compliance with section 607.1101 of the Florida Business Corporation Act (the "Act").

First: The exact name and jurisdiction of the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
JADE 3705, INC.	Florida

Second: The exact name, and jurisdiction of each merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
AVOCH DEVELOPMENT CORP.	Florida
JADE 3705, INC.	Florida

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

1. The constituent entities, AVOCH DEVELOPMENT CORP., a corporation that was domesticated and incorporated under the laws of the State of Florida, (the "Merging Corporation") and JADE 3705, Inc, a corporation incorporated under the laws of the State of Florida (the "Surviving Corporation") shall, pursuant to the applicable provisions of the Business Corporation Act ("the Act"), be merged with and into a single entity, the Surviving Corporation. As of December 31, 2018 (the "Effective Date"), the Surviving Corporation shall continue to exist under its present name and the separate existence of the Merging Corporation shall cease in accordance with the provisions of the Act.

2. The Surviving Corporation exists before the merger, and the Articles of Incorporation of the Surviving Corporation upon the Effective Date of the merger shall be the Articles of Incorporation of the Surviving Corporation before the merger, and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Act.

3. Upon the Effective Date, the Surviving Corporation shall possess all the assets of every description, and every interest in the assets, wherever located, and the rights, privileges, immunities, powers, franchises, and authority, of a public as well as a private nature, of each of the Surviving Corporation and the Merging Corporation, and all obligations belonging to or due to each of the Surviving Corporation and the Merging Corporation, all of which shall be vested in the Surviving Corporation without further act or deed. The Surviving Corporation shall be liable for all of the obligations of the Surviving Corporation and the Merging Corporation; any claim

existing, or action or proceeding pending, by or against the Surviving Corporation and the Merging Corporation, may be prosecuted to judgment, with right of appeal, as if the merger had not taken place, or the Surviving Corporation may be substituted in its place; and all the rights of creditors of each of the Surviving Corporation and the Merging Corporation shall be preserved unimpaired.

4. The Shareholders of the Surviving Corporation and the Shareholders of the Merging Corporation are authorized to amend this Plan of Merger at any time prior to the Effective Date, subject to the limitations set forth in the Act.

5. The Plan of Merger herein made and adopted shall be submitted to the Shareholders of the Surviving Corporation and to the Shareholders of the Merging Corporation for its approval or rejection in the manner prescribed by the provisions of the Act, and the merger of the Merging Corporation with and into the Surviving Corporation shall be authorized in the manner prescribed by Section 607.1103 of the Act.

6. In the event that this Plan of Merger shall have been adopted by the Shareholders of the Surviving Corporation and the Shareholders of the Merging Corporation in the manner prescribed by the provisions of the Act, and in the event that the merger of the Merging Corporation with and into the Surviving Corporation shall have been duly authorized in compliance with the Act, the Merging Corporation and the Surviving Corporation hereby stipulate that they shall cause to be executed and filed and/or recorded any documents or documents prescribed by the laws of the State of Florida, and that they shall cause to be performed all necessary acts therein and elsewhere to effectuate the merger subject, however, to any provision or provisions contained hereinafter for abandoning or amending this Plan of Merger.

7. The Director or any other officer of the Surviving Corporation and the Director or any other officer of the Merging Corporation are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or the merger herein provided for.

Fourth: The number of all issued and outstanding shares of capital stock of the Merging Corporation is 50,000, of par value \$1.00 per share, representing 100% percent of all issued and outstanding shares of capital stock in the Merging Corporation, all of which are one class and are common shares, and all of which are entitled to vote on the merger. The total number of issued and outstanding shares of capital stock of the Surviving Corporation is 1,000, representing 100% of all issued and outstanding shares of capital stock in the Surviving Corporation, of par value \$1.00 per share, all of which are one class and are common shares, and all of which are entitled to vote on the merger. Each issued and outstanding share of the Merging Corporation shall, upon the Effective Date of the merger, be surrendered and canceled, and no new shares of interest in the Surviving Corporation shall be issued for the merger transaction. The total of issued and outstanding shares in the Surviving Corporation shall continue to represent 100% percent of all the issued and outstanding shares of capital stock in the Surviving Corporation. The merger is permitted by the laws of Florida, under which the Merging Corporation and the Surviving

Corporation are formed, and the Merging Corporation and the Surviving Corporation comply with such laws in effecting the merger.


Fifth: Date of Registration of Articles of Incorporation. The Articles of Incorporation of the Merging Corporation were filed with the Department of State of Florida on January 1, 2016. The Articles of Incorporation of the Surviving Corporation were filed with the Department of State of Florida on July 7, 2009. Articles of Incorporation of the Surviving Corporation upon the Effective Date of the merger shall be the Articles of Incorporation of the Surviving Corporation before the merger, and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Act.

Sixth: Manner in which the Plan of Merger was authorized. This Plan of Merger was approved, ratified, and consented by written consent of the Shareholder of the Merging Corporation on the 20th day of December, 2018, and by written consent of the Shareholder of the Surviving Corporation on the 20th day of December, 2018.

IN WITNESS WHEREOF, each of the undersigned entities has caused this Plan of Merger to be signed in their names by their duly authorized officers as of this 21st day of December 2018.


MERGING CORPORATION:

AVOCH DEVELOPMENT CORP.

By: 
Name: Jaime A. Agudelo
Title: Director

SURVIVING CORPORATION:

JADE 3705, INC.

By: 
Name: Jaime A. Agudelo
Title: President

**WRITTEN CONSENT OF THE
SHAREHOLDER OF
JADE 3705, INC.**

THE UNDERSIGNED, being the Sole Shareholder of **JADE 3705, Inc.**, a Florida corporation ("JADE 3705"), pursuant to the provisions of the Business Corporation Act (the "Act"), do hereby consent that when the undersigned has signed this Written Consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting between the Shareholder of JADE 3705 and its officers, duly called and held for the purpose of acting upon proposals to adopt such resolutions.

WHEREAS, JADE 3705 was first incorporated on July 7, 2009; and

WHEREAS, the undersigned believe that it is in the best interest of JADE 3705 for it to be merged (the "Merger") with and into AVOCH DEVELOPMENT CORP., a corporation incorporated and existing under the laws of the State of Florida, and with JADE 3705 being the surviving entity after the Merger.

NOW THEREFORE, BE IT

RESOLVED, that the undersigned hereby acknowledges, approves, confirms, and ratifies the Merger; and be it

FURTHER RESOLVED, that the form and content of the Plan of Merger, which sets forth the terms and conditions upon which the Merger is to be consummated, a copy of which is enclosed hereto as Exhibit 1, be, and it hereby is, adopted, approved, ratified, and confirmed and that the Shareholder or any other officer of JADE 3705 be, and each hereby is, authorized, empowered, and directed to execute and deliver such Plan of Merger, in substantially the form presented, with such amendments, additions, modifications, and corrections thereto as such officer may approve, such approval to be evidenced conclusively by his or her execution and delivery thereof; and be it


FURTHER RESOLVED, that the Shareholder or any other officer of JADE 3705 be, and each hereby is, authorized, empowered, and directed to execute, acknowledge and file the Articles of Merger with the Department of State of the State of Florida, a copy of which is enclosed as Exhibit 2, in accordance with the provisions of Section 607.1105 of the Act, as well as any other document as may be required by the laws of the State of Florida, in order to cause the Merger to become effective in Florida; and be it

FURTHER RESOLVED, that in addition to and without limiting the foregoing, the proper officers of JADE 3705 be, and each hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of JADE 3705, all such instruments and documents as he or she may deem appropriate in order to effect the purpose and intent of the foregoing resolutions and all action taken herein by

the Shareholder and agents of JADE 3705 in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified, and confirmed in all respects as the act and deed of JADE 3705.

IN WITNESS WHEREOF, the undersigned, as Shareholder of JADE 3705 has duly executed this Written Consent on behalf of JADE 3705 as of this 20th day of December, 2018.

JADE 3705, INC.,
a Florida Corporation

By: 
Name: Jaime A. Agudelo,
Title: Director of Avoch Development Corp.,
as Sole Shareholder

**WRITTEN CONSENT OF THE
SHAREHOLDER OF
AVOCH DEVELOPMENT CORP.**

THE UNDERSIGNED, being the Shareholder of **AVOCH DEVELOPMENT CORP.**, a Florida corporation ("AVOCH DEVELOPMENT"), pursuant to the provisions of the Business Corporation Act (the "Act"), does hereby consent that when the undersigned have signed this Written Consent, the resolutions set forth below shall be deemed to have been adopted to the same extent and to have the same force and effect as if adopted at a formal meeting between the Shareholder of AVOCH DEVELOPMENT and AVOCH DEVELOPMENT's officers, duly called and held for the purpose of acting upon proposals to adopt such resolutions.

WHEREAS, AVOCH DEVELOPMENT was domesticated and incorporated in the State of Florida on January 1, 2016, effective as of January 2, 2009; and

WHEREAS, the undersigned believe that it is in the best interest of AVOCH DEVELOPMENT for it to be merged (the "Merger") with JADE 3705, Inc., a corporation incorporated under the laws of the State of Florida ("JADE 3705"), and with JADE 3705 being the surviving entity after the Merger.

NOW THEREFORE, BE IT

RESOLVED, that the undersigned hereby acknowledges, approves, confirms, and ratifies the Merger; and be it

FURTHER RESOLVED, that the form and content of the Plan of Merger, which sets forth the terms and conditions upon which the Merger is to be consummated, a copy of which is enclosed hereto as Exhibit 1, be, and it hereby is, adopted, approved, ratified, and confirmed and that the Shareholder or any other officer of AVOCH DEVELOPMENT be, and each hereby is, authorized, empowered, and directed to execute and deliver such Plan of Merger, in substantially the form presented, with such amendments, additions, modifications, and corrections thereto as such officer may approve, such approval to be evidenced conclusively by his or her execution and delivery thereof; and be it


FURTHER RESOLVED, that the Shareholder or any other officer of AVOCH DEVELOPMENT be, and each hereby is, authorized, empowered, and directed to execute, acknowledge and file the Articles of Merger with the Department of State of the State of Florida, a copy of which is enclosed as Exhibit 2, in accordance with the provisions of Section 607.1105 of the Act, as well as any other document as may be required by the laws of the State of Florida, in order to cause the Merger to become effective in Florida; and be it

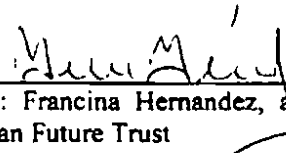
FURTHER RESOLVED, that in addition to and without limiting the foregoing, the proper officers of AVOCH DEVELOPMENT be, and each hereby is, authorized to take, or cause to be taken, such further action, and to execute and deliver, or cause to be delivered, for and in the name and on behalf of AVOCH DEVELOPMENT, all such instruments and documents as he or she may deem appropriate in order to effect the purpose and intent of the foregoing resolutions

and all action taken herein by the Shareholder and agents of AVOCH DEVELOPMENT in connection with the subject of the foregoing recitals and resolutions be, and it hereby is, approved, ratified, and confirmed in all respects as the act and deed of AVOCH DEVELOPMENT.

IN WITNESS WHEREOF, the undersigned, as Shareholder of AVOCH DEVELOPMENT has duly executed this Written Consent on behalf of AVOCH DEVELOPMENT of this 20th day of December, 2018.

CAMSAN FUTURE TRUST

By: 
Name: Jaime A. Agudelo, as Trustee of
Camsan Future Trust

By: 
Name: Francina Hernandez, as Trustee of
Camsan Future Trust