

P09000069595

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

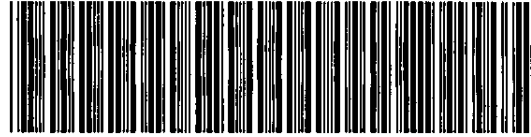
(Business Entity Name)

(Document Number)

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FILED
14 JAN 28 PM 4:35
P09000069595
Mayer
RLL
1/31/14

BARED & ASSOCIATES, P.A

ATTORNEYS AND COUNSELORS AT LAW

GROVE PROFESSIONAL BUILDING
2950 SW 27TH AVENUE
SUITE 100
MIAMI, FL 33133
TELEPHONE (305) 666-6010—FAX (786) 360-5924
REALESTATE@BAREDLAW.COM

December 23, 2013

VIA UPS NEXT DAY AIR NO. 1ZF498F70198592856

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Subject: Ponce Grande Corporation
Re: P09000069595


Dear Sir/Madam:

Enclosed please find Articles of Merger for Florida Profit corporation along with check in the amount of \$43.75 which represent the filing fee of 35.00 along with 8.75 for the certified copy fee for the above corporation.

Also, please find a self- addressed stamped envelope for the return of a receipt for the same.

If you should have any questions, please do not hesitate to contact me. Thank you.

Sincerely,


Ana M. Gonzalez
AMG/amg
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Ponce Grande Corporation
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 R. Bared, Esq.

Contact Person

Bared & Associates, P.A.

Firm/Company

2950 SW 27th Avenue, Suite 100

Address

Miami, FL 33133

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 7, 2014

BARED & ASSOCIATES, P.A.
% ANA GONZALEZ
2950 SW 27TH AVE., STE 100
MIAMI, FL 33133

SUBJECT: PONCE GRANDE CORPORATION
Ref. Number: P09000069595

We have received your document for PONCE GRANDE CORPORATION and your check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file articles of merger or articles of share exchange is \$35 per party to the merger or share exchange. Certified copies are optional and are \$8.75 for the first 8 pages of the document, and \$1 for each additional page, not to exceed \$52.50.

There is a balance due of \$35.00.

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.

Carol Mustain
Regulatory Specialist II

Letter Number: 214A00000367

(Profit Corporations)

First: The name and jurisdiction of the surviving corporation:

Second: The name and jurisdiction of each merging corporation:

DEPT

(Attach additional sheets if necessary)

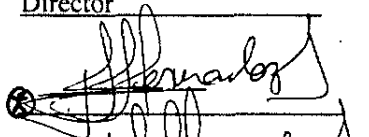
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

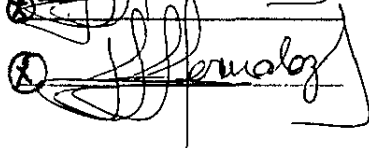
Typed or Printed Name of Individual & Title

Ponce Grande Corporation



Santiago Fernandez, President, Secretary

Ponce Chico Corporation



Santiago Fernandez, President, Secretary

AGREEMENT OF MERGER

MERGER OF PONCE CHICO CORPORATION, A FLORIDA CORPORATION INTO PONCE GRANDE CORPORATION, A FLORIDA CORPORATION

THIS AGREEMENT is made and entered into on this 18th day of December 2013 by and between Ponce Chico Corporation, a Florida Corporation and Ponce Grande Corporation, 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 Ponce Chico Corporation be merged into Ponce Grande Corporation "the surviving corporation" under the laws of Florida in the manner provided therefore pursuant to laws of 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 Ponce Grande Corporation.

POST OFFICE ADDRESS OF SURVIVING CORPORATION

3. Post Office address of the surviving corporation is to be: 900 Brickell Key Blvd. Unit 2301, Miami, FL 33131.

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 composition of the disappearing Corporation is Common Stock shares to its shareholder(s) of which the shareholder(s) will be issued shares of the surviving Company corporation equivalent to the Stock Ownership Interest in the disappearing Company presently held by such stockholders. The present number of shares which the surviving corporation is authorized to issue is 1000 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 1000 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.

RESIDENT AGENT OF CORPORATION

7. Santiago Fernandez of 900 Brickell Key Blvd, Unit 2301, Miami, FL 33131 shall be and is hereby appointed as Registered Agent for the corporation upon whom service, process, tax notices and demands against said Ponce Grande Corp., or heir of the said Constituent Corporations may be served.

MODE OF EFFECTING MERGER

8. The mode of carrying 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 stockholder of the disappearing company shall surrender his certificate or certificates to the surviving corporation during the period beginning on December 18, 2013, being the effective date of this agreement, and ending on December 19, 2013, upon surrender to the corporation of the respective stockholder certificate (s) for common stock of the disappearing corporation, it shall be issued to the respective shareholders hereof, and substitution therefore, certificates for fully paid and non assessable common stock of the surviving corporation, in the ratio of 1 to 1 shares of the surviving corporation for stockholder interest 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 Ponce Chico Corporation are attached hereto and made part hereof as Exhibit "A".

11. The articles of certificate of incorporation of Ponce Grande 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 Ponce Grande 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 on December 18, 2013, 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

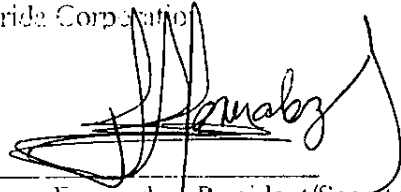
16. This Agreement of Merger shall be recorded in the Public Records of the State of Florida.

EXECUTION

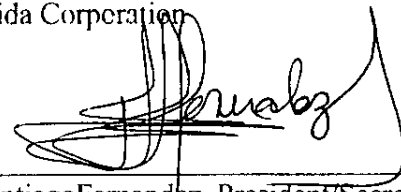
17. In witness whereof, the Constituent Corporation have cause of respective corporate names to be signed hereto, by the respective President and Secretary, thereto dully authorized by the respective Board of Directors and its shareholders as applicable of the Constituent Corporations.

Signed, sealed and delivered in the presence of:

PONCE GRANDE CORPORATION
a Florida Corporation

By: 
Santiago Fernandez, President/Secretary

PONCE CHICO CORPORATION
a Florida Corporation

By: 
Santiago Fernandez, President/Secretary

CERTIFICATE:
(action without a meeting)

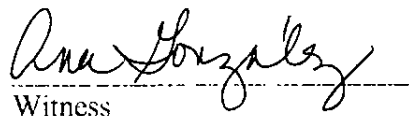
WE, Ponce Chico Corporation, a Florida Corporation do hereby certify:

1. That pursuant to the provisions of the laws of Florida and the articles and bylaws of Ponce Chico Corporation all of the Stockholder(s) consented in writing on December 18, 2013 to the adoption of the foregoing Agreement of Merger.

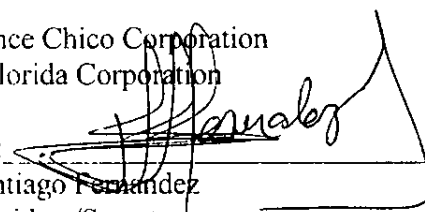
2. That pursuant to the provisions of law of Florida and pursuant to the articles and bylaws of Ponce Chico Corporation the required percentage of the stockholder(s) of Ponce Chico Corporation consented in writing on December 18, 2013 to the adoption of the foregoing Agreement of Merger and authorize the President of Ponce Chico Corporation to execute said Agreement on its behalf.

IN WITNESS WHEREOF, we have hereon to set our hands and seal this December 18, 2013.

Signed, sealed and delivered in the presence of:


Witness

Ponce Chico Corporation
a Florida Corporation

By: 
Santiago Fernandez
President/Secretary

CERTIFICATE:

(action without a meeting)

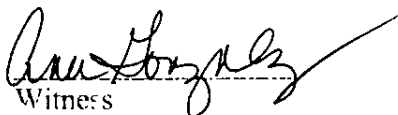
I, Santiago Fernandez, President /Secretary of Ponce Grande Corporation does hereby certify:

1. That pursuant to the provisions of the laws of Florida and the articles and bylaws of Ponce Grande Corporation all of the Directors of Ponce Grande Corporation consented in writing on December 18, 2013 to the adoption of the foregoing Agreement of Merger.

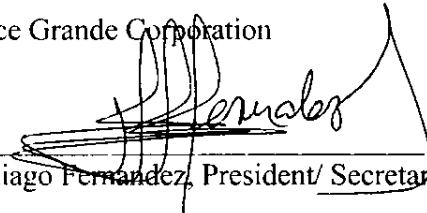
2. That pursuant to the provisions of laws of Florida and pursuant to the articles and bylaws of Ponce Grande Corporation the required percentage of the stockholders of Ponce Grande Corporation consented in writing on December 18, 2013 to the adoption of the foregoing Agreement of Merger and authorize the President and Secretary of Ponce Grande Corporation to execute said Agreement on its behalf.

IN WITNESS WHEREOF, we have hereon to set our hands and seals this December 18, 2013.

Signed, sealed and deliver in the presence of:


Witness

Ponce Grande Corporation

By: 
Santiago Fernandez, President/ Secretary

Agreement.Merger Ponce Grande Corp.