

PI0000058759

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

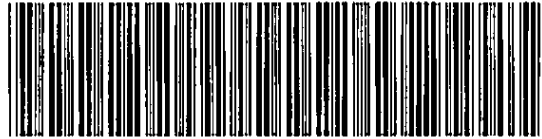
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000338100030

12/23/19--01041--007 **80.00

FILED

2019 DEC 23 AM 8:46

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

JAN 24 2020
ALBRITTON

AGI Registered Agents, Inc.

AGI Registered Agents, Inc.
1000 Brickell Ave., Suite 300
Miami, FL 33131
Tel: 305-416-6800

December 20, 2019

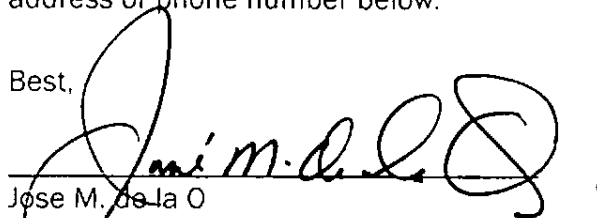
Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

RE: Articles of Merger (Florida LLC into a Florida Corp.) – SIGMA INVESTMENTS USA, LLC
merging with SIGMA EQUIPMENT COMPANY

Dear Amendment Section Rep.:

Attached are executed Articles of Merger and Plan and Agreement of Merger pertaining to the above referenced entities. We also enclose a check in the amount of \$60.00 to process the merger. If there are any issues regarding this filing, please contact me at the e-mail address or phone number below.

Best,



Jose M. de la O
Corporate Services Manager
e-mail: jose@agi-ra.com
Tel: 305-416-6800

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Sections 607.1105 and 605.1025, Florida Statutes.

ARTICLE I – NAME AND ADDRESS OF MERGING PARTIES

The exact name, street address of its principal office, jurisdiction, and entity type for each merging party is as follows:

SIGMA INVESTMENTS, USA, LLC, a Florida limited liability company
7400 NW 79 Ave.
Miami, FL 33166

SIGMA EQUIPMENT COMPANY, a Florida corporation
7400 NW 79 Ave.
Miami, FL 33166

ARTICLE II – NAME AND ADDRESS OF SURVIVING PARTIES

The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

SIGMA EQUIPMENT COMPANY, a Florida corporation
7400 NW 79 Ave.
Miami, FL 33166

ARTICLE III – PLAN OF MERGER

The plan of merger is attached.

ARTICLE IV – EFFECTIVE DATE OF MERGER

The merger shall become effective as of December 20, 2019.

FILED
2019 DEC 23 AM 8:46
SECOND JUDICIAL CIRCUIT
CLERK OF CIRCUIT COURT
MIAMI, FLORIDA

ARTICLE V – APPROVAL OF MERGER (SURVIVING CORPORATION)

The attached Plan of Merger was adopted by the Director(s) of the surviving corporation on December 20, 2019 and Shareholder approval was not required.

ARTICLE VI – APPROVAL OF MERGER (MERGING COMPANY)


The attached Plan of Merger was adopted by the manager of the merging corporation on December 20, 2019 and Member approval was not required.

ARTICLE VII – COMPLIANCE

The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

IN WITNESS WHEREOF, the undersigned have made and subscribed these Articles of Merger at Miami, Florida, on this 20th day of December 2019.

SIGMA EQUIPMENT COMPANY
a Florida corporation

By: 
Name: Raul J. Eiris
Title: Director

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan and Agreement") is hereby adopted by and between **SIGMA INVESTMENTS USA, LLC**, a Florida limited liability company (the "Merging Company"), and **SIGMA EQUIPMENT COMPANY**, a Florida corporation (the "Entity"), for the purpose of merging the Merging Company with and into the Entity (the "Merger").

NOW, THEREFORE, the Merging Company and the Entity hereby approve and adopt this Plan and Agreement providing for the Merger as authorized by Section 607.1101 of the Florida Business Corporation Act (the "FBCA"), and Section 605.1022 of the Florida Revised Limited Liability Company Act ("FRLCA") and upon the terms and subject to the conditions herein.

1. Merger. At the effective date (as defined herein) of the Merger, the Merging Company shall be merged with and into the Entity. The Entity shall be the surviving entity of the Merger (hereinafter sometimes referred to as the "Surviving Entity") and the separate corporate existence of the Merging Company shall cease. The Merger shall become effective as of December 20, 2019, and shall be memorialized of record by the filing of the Articles of Merger with the Department of State of the State of Florida in accordance with the provisions of the FBCA and FRLCA (the "Effective Date"). The Merger was approved by the Entity and the Merging Company in accordance with Chapters 607 and 605, Florida Statutes. All Members of the Merging Company and all Shareholders of the Entity have consented to the Merger.

2. Governing Documents. The Articles of Organization of the Entity (the "Articles of Organization"), as in effect immediately prior to the Effective Date shall constitute the Articles of Organization of the Surviving Entity until thereafter amended in accordance with the provisions thereof and applicable law.

3. Officers. The persons who are the managers of the Entity immediately prior to the Effective Date shall constitute the directors of the Surviving Entity.

4. Name. The name of the Surviving Entity shall be: **SIGMA EQUIPMENT COMPANY**, a Florida corporation.

5. Addresses. The address of the Merging Company is 7400 NW 79 Ave., Miami, FL 33166. The address of the Entity is and shall be maintained at 7400 NW 79 Ave., Miami, FL 33166.

6. Registered Office and Registered Agent. The location of the Registered Office of the Surviving Entity shall be 7400 NW 79 Ave. Miami, FL 33166. The name of the Registered Agent of the Surviving Entity shall be Raul J. Eiris.

7. Succession. At the Effective Date, the separate corporate existence of Merging Company shall cease, and the Surviving Entity shall possess all rights, privileges, powers and franchises of a public or private nature and be subject to all the restrictions, disabilities and duties of the Merging Company, and all property, real, personal, and mixed, and all debts due to Merging Company on whatever account and all other things in action, shall be vested in the Surviving Entity.

8. Conversion of Membership Interests; Capitalization of Surviving Entity; Dissenter's Rights.

At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof:

(a) All (100%) of the membership interest of Merging Company outstanding immediately prior to the Effective Date shall be converted into and shall be deemed to comprise all (100%) of the shares and interest in the Surviving Entity. No other shares or interests in the Merging Company are outstanding at the time of the Merger.

(b) Pursuant to Section 605.1023 of the FRLCA, there are no dissenting members of the Merging Company or dissenting shareholders of the Entity because all of the members of Merging Company and all of the shareholders of the Entity have consented to this Agreement.

9. Other Provisions with Respect to the Merger. All required acts shall be done in order to accomplish the Merger under the provisions of the laws of the State of Florida.

10. Directors(s) of the Surviving Entity. The name and address of each Director of the Surviving Entity is as follows:

Raul J. Eiris
7400 NW 79 Avenue
Miami, FL 33166

11. Further Assurances. If at any time the Surviving Entity shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Surviving Entity the title to any property or rights of the Merging Company or to otherwise carry out the provisions hereof, the proper officers and directors of the Merging Company, as of the Effective Date, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Surviving Entity and to otherwise carry out the provisions hereof.

12. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the Department of State of the State of Florida, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

13. Approval. This Plan and Agreement has been approved by, and the execution and delivery thereof authorized by, all of the shareholders and the Board of Directors of the Merging Company and by all of the Managers and Members of the Surviving Entity.

14. Costs. All costs in connection with this Plan and Agreement will be paid by the Surviving Entity.

15. Procedure. Each party will, in a timely manner, follow the procedures provided by Florida Law in connection with the statutory merger including the filing of the appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan and Agreement.


16. Governing Law. This Plan and Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

17. Headings. The headings of the several articles herein have been inserted for convenience for reference only and are not intended to be a part or to affect the meaning or interpretation of this Plan and Agreement.

IN WITNESS HEREOF, the undersigned have caused this Plan and Agreement of Merger to be signed on their behalf by their respective authorized representative on December 20, 2019.

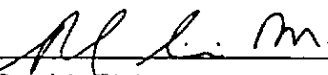
MERGING COMPANY:

SIGMA INVESTMENTS USA, LLC
a Florida limited liability company

By: 
Name: Raul J. Eiris
Title: Manager

SURVIVING ENTITY:

SIGMA EQUIPMENT COMPANY
a Florida corporation

By: 
Name: Raul J. Eiris
Title: Director