

P100000064128

(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FL

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TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 26, 2022

SUNSHINE STATE

SUBJECT: PAVIAN, INC.
Ref. Number: P10000064128

CORRECTED
Please Allow For
Same File Date

We have received your document for PAVIAN, INC. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a fee of \$10.00 due.

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.

Terri J Schroeder
Regulatory Specialist III

Letter Number: 822A00009665

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CLERK OF STATE
TALLAHASSEE, FLORIDA

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 04/25/2022

****WALK IN****

ENTITY NAME Pavian, Inc.

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$70

ACCOUNT #: I20160000072

E R H

Please call Tina at the above number for any issues or concerns. Thank you so much!

ARTICLES OF MERGER OF
VILNIUS, LLC, A DELAWARE LIMITED LIABILITY COMPANY
AND PAVIAN, INC., A FLORIDA CORPORATION

These Articles of Merger by and between **VILNIUS, LLC**, a Delaware limited liability company (the "Merging Entity") and **PAVIAN, INC.**, a Florida corporation (the "Surviving Entity") are entered into between the parties for the purpose of merging the aforesaid companies.

WITNESSETH

1. The Plan of Merger pursuant to which these Articles are being filed is attached hereto as Exhibit A and incorporated by reference herein. The Plan of Merger was unanimously approved by both the Surviving Entity and Merging Entity in compliance with the applicable provisions of law.
2. The Articles of Incorporation of PAVIAN, INC., the Surviving Entity, were filed with the Florida Secretary of State on August 4, 2010.
3. The sole shareholder and sole director of PAVIAN, INC. unanimously approved the plan of merger on April 22nd, 2022, pursuant to Section 607.1101 of the Florida Business Corporation Act.
4. The Articles of Organization of VILNIUS, LLC, the Merging Entity, were filed with the Delaware Secretary of State on March 22, 2017.
5. The sole member and sole manager of VILNIUS LLC unanimously approved the plan of merger on April 22nd, 2022, pursuant to Section 18-209 of the Delaware Limited Liability Company Act.

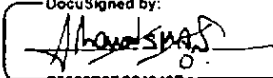
(EXECUTION PAGE TO FOLLOW)

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TALLAHASSEE, FL

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger on this 22nd day of April, 2022.

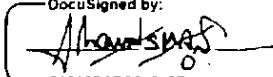
MERGING ENTITY

VILNIUS, LLC, a Delaware limited liability company

By: 
C3589D8EC27042E ...
Jorge Landsmanas, President and Manager

SURVIVING ENTITY

PAVIAN, INC., a Florida corporation

By: 
C3589D8EC27042E ...
Jorge Landsmanas, President and Director

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EXHIBIT A
PLAN OF MERGER

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PLAN OF MERGER

THIS PLAN OF MERGER ("Plan") by and between **VILNIUS, LLC**, a Delaware limited liability company (the "Merging Entity") and **PAVIAN, INC.**, a Florida corporation (the "Surviving Entity") said entities hereinafter collectively referred to as the "Constituent Entities."

WITNESSETH:

- 1. **WHEREAS**, the Surviving Entity was incorporated in the State of Florida on August 4, 2010 as a corporation, and has authorized One Thousand Shares (1000) (all of which are entitled to vote), and of which 100% are owned by Starco Capital Ltd., a British Virgin Islands Company.
- 2. **WHEREAS**, the Merging Entity was duly incorporated under the laws of the State of Delaware on March 22, 2017, and has authorized a total of one hundred (100) membership units (all of which are entitled to vote), of which all one hundred (100) membership units are duly issued and outstanding, all of which are owned by Jorge Landsmanas.
- 3. **WHEREAS**, the Merging Entity and the Surviving Entity deem it advisable and in their best interests to enter into this Plan and have each unanimously approved and adopted the Plan in accordance with the applicable provisions of law in their respective jurisdiction of formation. The Merging Entity shall be merged with and into the Surviving Entity in order to combine the assets and businesses of the Constituent Entities for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, and (iii) to achieve a more efficient operation.

NOW, THEREFORE, in consideration of the mutual premises and agreements herein contained, the Constituent Entities have agreed, and do hereby agree, to merge upon the terms and conditions set forth below:

- 1. Recitals. The recitals hereinabove are true and correct and are incorporated herein.
- 2. Agreement to Merge. The Constituent Entities hereby agree that upon the Effective Date as hereinafter defined, the Merging Entity shall be merged into the Surviving Entity, and the Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Entity, without the necessity of any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.
- 3. Name of Surviving Entity. The name of the Surviving Entity shall become: **PAVIAN, INC.**
- 4. Articles of Incorporation. The Articles of Incorporation of the Surviving Entity in effect on the Effective Date shall be the Articles of Incorporation of said Surviving Entity and shall continue in full force and effect.

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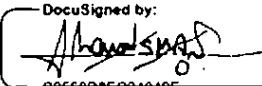
5. Operating Agreement. The Shareholder's Agreement of the Surviving Entity in effect, if any, on the Effective Date of the merger will be the Shareholder's Agreement of said Surviving Entity and will continue in full force and effect.
6. Management. The Surviving Entity shall continue to be managed under the direction of the Director, except as may be otherwise provided by law or in the Shareholder's Agreement of the Surviving Entity.
7. Mode of Effecting Merger. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Merging Entity into shares of the Surviving Entity, shall be as follows:
 - a. Since all of the issued and outstanding shares in the Merging Entity are owned by Jorge Landsmanas and upon finalization of the merger all of the issued and outstanding shares in the Surviving Entity will be beneficially owned by Jorge Landsmanas through its ownership in Starco, a British Virgin Islands Company, no additional shares need be issued by the Surviving Entity to reflect the ownership interest of the Merging Entity after the Effective Date. Upon the Effective Date of the merger, the sole shareholder of the Merging Entity shall surrender his stock certificate, if any, to the Surviving Entity and such certificate shall be canceled. The then issued and outstanding stock of the Surviving Entity shall continue thereafter to constitute all of the outstanding ownership interests in the Surviving Entity.
8. Adoption of Plan. Pursuant to the applicable statutory provisions of both the State of Delaware and the State of Florida, the merger has been unanimously approved by the Surviving Entity and the Merging Entity.
9. Execution of Documents. In the event that the merger of the Merging Entity with and into the Surviving Entity shall have been fully authorized in accordance with the applicable statutory provisions, the Merging Entity and the Surviving Entity hereby stipulate that they will cause to be executed any document or documents prescribed by law to effectuate the merger.
10. Authorization of Directors and Shareholders. The Merging Entity and the Surviving Entity 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.
11. Effective Date. This Plan shall become effective at the close of business on the day preceding the issuance of the Certificate of Merger from the State of Florida (the "Effective Date"). Neither of the Constituent Entities shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Entities may take any and all action necessary or appropriate under the laws of the Constituent Entities' jurisdiction of formation to consummate this merger.

12. Right to Abandon Merger. The Merging Entity and the Surviving Entity shall have the power in their discretion, prior to the Effective Date, to abandon the merger provided for herein.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger on this day of 22nd day of April, 2022.

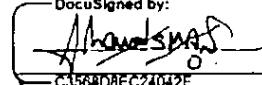
MERGING ENTITY

VILNIUS, LLC, a Delaware limited liability company

DocuSigned by:
By: 
09566D8E-024642E
Jorge Landsmanas, President and Manager

SURVIVING ENTITY

PAVIAN, INC., a Florida corporation

DocuSigned by:
By: 
C1564D8E-C24642E
Jorge Landsmanas, President and Director

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