

# PID0000101541

Florida Department of State  
Division of Corporations  
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**MERGER OR SHARE EXCHANGE  
JEMAR 910, INC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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cc/cus  
merger

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**ARTICLES OF MERGER  
of  
HOGS BAY PROPERTIES, LTD  
into  
JEMAR 910, INC**

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

**FIRST:** The name and jurisdiction of the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number:</u>
JEMAR 910, INC.	Florida	P10000101541

**SECOND:** The name and jurisdiction of each merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number:</u>
HOGS BAY PROPERTIES, LTD	British Virgin Islands	1619965

**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.

**FIFTH:** Adoption of Merger by surviving corporation:

The Plan of Merger was adopted by the Sole Shareholder of the surviving corporation on September 27, 2016.

**SIXTH:** Adoption of Merger by merging corporation:

The Plan of Merger was adopted by the Sole Shareholder of the merging corporation on September 27, 2016.

**SEVENTH:** Articles of Incorporation.

The Articles of Incorporation of the Surviving Corporation as in effect, on the effective date of this merger and after the foregoing amendment, shall continue in full force and effect as the Articles of Incorporation of the Surviving Corporation.

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2016 NOV - 8 AM 8:04  
SECRETARY OF FLORIDA  
DEPARTMENT OF STATE

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**EIGHTH: SIGNATURES FOR EACH CORPORATION are as follows:**

**HOGS BAY PROPERTIES LTD, a  
British Virgin Islands Company**

By: \_\_\_\_\_  
Name: CARLOS BARRIOS  
Title: PRESIDENT


**JEMAR 910, INC., a Florida corporation**

By:   
Name: ANNA M. NOZEWNIA-AGARDY  
Title: PRESIDENT

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**EIGHTH: SIGNATURES FOR EACH CORPORATION** are as follows:

**HOGS BAY PROPERTIES LTD, a  
British Virgin Islands Company**

By: 

Name: CARLOS BARRIOS

Title: PRESIDENT

**JEMAR 910, INC., a Florida corporation**

By: \_\_\_\_\_

Name: ANNA M. NOZEWNIK-AGARDY

Title: PRESIDENT

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**AGREEMENT AND PLAN OF MERGER  
OF  
HOGS BAY PROPERTIES, LTD.,  
a British Virgin Islands corporation  
and  
JEMAR 910, INC.,  
a Florida corporation**

**THIS AGREEMENT AND PLAN OF MERGER (the "Plan")**, dated as of September 27, 2016, by and between **HOGS BAY PROPERTIES, LTD.**, a British Virgin Islands corporation ("**HOGS BAY**") with its registered office at the offices of Aramo Trust Co. Limited, Abbott Building, P.O. Box 3099, Road Town, Tortola, British Virgin Islands, and **JEMAR 910, INC.**, a Florida corporation ("**JEMAR 910**") with its registered office at 1 Grove Isle Drive, Apt. 910, Coconut Grove, FL 33133 (collectively, the "**Corporations**"), do hereby submit the following plan of merger in compliance with section 607.1101, F.S. and in accordance with Section 171 of the BVI Business Companies Act.

**WITNESSETH**

**WHEREAS**, the name and jurisdiction of the surviving corporation (the "**Surviving Corporation**") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
JEMAR 910, INC.	Florida	P10000101541

**WHEREAS**, the name and jurisdiction of the merging corporation (the "**Merging Corporation**") is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
HOGS BAY PROPERTIES, LTD.	British Virgin Islands	1619965

**WHEREAS**, the capital stock of each corporation is as follows:

<u>Name</u>	<u>Type of Stock</u>	<u>Shares</u>	<u>Par Value</u>	<u>Shares Issued</u>
Hogs Bay Properties, Ltd.	Common	50,000	none	5,000
Jemar 910, Inc.	Common	1,000	none	100

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**WHEREAS**, the Merging Corporation owns 100% of the issued and outstanding shares of stock of the Surviving Corporation.

**WHEREAS**, the Corporations have agreed that the Merging Corporation shall merge into the Surviving Corporation upon the terms and conditions and in the manner set forth in this Plan and in accordance with the applicable laws of the State of Florida and the British Virgin Islands.

**NOW, THEREFORE**, in consideration of the mutual covenants, agreements, provisions and grants contained in this Plan and in order to consummate the transactions described above, the Corporations to this Plan, agree as follows:

1. **Merger.** The Corporations agree that effective the date of filing of the Articles of Merger with the Office of the Secretary of the State of Florida, the Merging Corporation shall be merged into the Surviving Corporation as a single corporation, upon the terms and conditions of this Plan, and that the Surviving Corporation shall continue its corporate existence under the laws of the State of Florida.

2. **Manner and Basis of Converting Shares of the Corporations.** Each share of issued and outstanding common stock of the Merging Corporation shall be cancelled. Shares of stock of the Surviving Corporation outstanding at the date of this merger shall be exchanged for an equal number of shares of stock of the Surviving Corporation which shall be issued pro-rata to the shareholders of the Merging Corporation.

3. **Terms, Conditions and Mode of Effecting the Merger.** Upon this merger becoming effective, the separate existences of the Merging Corporation shall cease, except to the extent continued by statute, and all of its property, rights, privileges, franchises, obligations and liabilities of whatever nature and description shall be transferred to, vest and devolve upon the Surviving Corporation without further act or deed.

4. **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation as in effect, on the effective date of this merger and after the foregoing amendment, shall continue in full force and effect as the Articles of Incorporation of the surviving corporation.

5. **Post-Merger Amendment of Articles of Incorporation.** The Surviving Corporation reserves the right and powers after the date this merger is effective to alter, amend, change, repeal or restate any of the provisions contained in its Articles of Incorporation, in the manner now or hereafter provided by statute, and all rights conferred on officers, directors or shareholders herein are subject to this reservation.

6. **Bylaws.** The Bylaws of the Surviving Corporation, as such Bylaws exist on the date this merger is effective, shall remain and be the bylaws of the surviving corporation until altered, amended, or repealed or until new Bylaws shall be adopted in

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accordance with the provisions thereof, the Articles of Incorporation, or in the manner permitted by the applicable provisions of law.

7. **Directors.** The Directors of the Surviving Corporation as of the date this merger is effective shall continue in office until the next annual meeting of the shareholders thereof, or until their successors shall be elected and shall qualify.

8. **Officers.** The officers of the Surviving Corporation as of the date this merger is effective shall continue in office until the next annual meeting of the Board of Directors of the surviving corporation, or until their successors shall be elected and shall qualify.

9. **Termination.** This merger may be terminated at any time prior to the date this merger is effective by the Board of Directors of the Merging Corporation.

10. **Compliance with Florida and BVI Law.** The Merging Corporation and the Surviving Corporation shall each take all appropriate corporate action to comply with the applicable laws of the State of Florida and the British Virgin Islands in connection with the contemplated merger.

11. **Closing of Stock Books.** Upon the effective date of this merger, the transfer book of the Merging Corporation shall be closed and no transfer of shares of stock shall be made or consummated thereafter.

(Signatures on following page)

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**IN WITNESS WHEREOF**, the Surviving Corporation and the Merging Corporation, acting through their duly authorized officers, have caused their names and seals to be signed and attested, and affixed to Agreement and Plan of Merger, as of the date first set forth above.

**SURVIVING CORPORATION:**

**JEMAR 910, INC., a Florida corporation**

By:   
Name: Anna M. Nozewnik-Agardy  
Title: President

**MERGING CORPORATION:**

**HOGS BAY PROPERTIES, LTD., a  
British Virgin Islands corporation**

By: \_\_\_\_\_  
Name: Carlos Barrios  
Title: President



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**IN WITNESS WHEREOF**, the Surviving Corporation and the Merging Corporation, acting through their duly authorized officers, have caused their names and seals to be signed and attested, and affixed to Agreement and Plan of Merger, as of the date first set forth above.

**SURVIVING CORPORATION:**

**JEMAR 910, INC., a Florida corporation**

By: \_\_\_\_\_  
Name: Anna M. Nozownik-Agardy  
Title: President

**MERGING CORPORATION:**

**HOGS BAY PROPERTIES, LTD., a  
British Virgin Islands corporation**

By: \_\_\_\_\_  
Name: Carlos Barrios  
Title: President

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