

P 11000000877

(Requestor's Name)

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PICK-UP WAIT MAIL

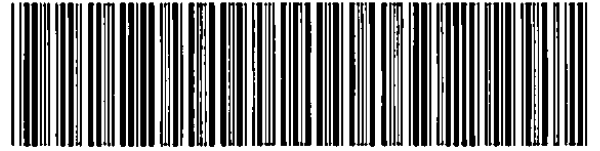
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 28, 2020

FLORIDA RESEARCH & FILING

SUBJECT: GARRAPOSA USA, INC.
Ref. Number: P11000008775

We have received your document for GARRAPOSA USA, INC. and your check(s) totaling \$90.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

THE FORM YOU SUBMITTED IS INCORRECT FORM.

We are enclosing the proper form(s) with instructions for your convenience.

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.

Yasemin Y Sulker
Regulatory Specialist III

Letter Number: 620A00026108

RE-SUBMITTING
w/ CORRECTIONS
PLEASE RETAIN
ORIGINAL SUBMISSION
DATE

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction of the surviving entity:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Garraposa USA, Inc. 2600 South Douglas Road #900 Coral Gables, FL 33134	Florida	Corporation

Florida Document/Registration Number: P11000008775

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of each merging eligible entity:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Garraposa Management LLC 2600 South Douglas Road #900 Coral Gables, FL 33134	Florida	Limited Liability Company

Florida Document/Registration Number: L11000010689

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger. The Merger was approved by each domestic merging entity that is limited liability company in accordance with Florida Statute 605.1021-605.1026; by each merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under Florida Statute 605.1023(1)(b).

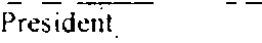

FOURTH: The surviving entity exists before the merger and is a domestic filing entity.

FIFTH: The Plan of Merger was adopted by the shareholder of the surviving corporation on December 17th, 2020.

SIXTH: The Plan of Merger was adopted by the member of the merging corporation on December 17th, 2020.

SEVENTH: The merger shall become effective as of **December 30, 2020**.

Signature(s) for each party:

<u>NAME OF ENTITY:</u>	<u>SIGNATURES:</u>	<u>PRINTED NAME OF INDIVIDUAL</u>
Garraposa USA, Inc.	 President	Jaime Palacios, President
Garraposa Management LLC	 President, Manager	Jaime Palacios, President, Manager

PLAN OF MERGER

Merger between **GARRAPOSA MANAGEMENT LLC**, a Florida limited liability company (the "Disappearing Entity" or "**GARRAPOSA MANAGEMENT**"), and **GARRAPOSA USA, INC.**, a Florida corporation (the "Surviving Corporation" or "**GARRAPOSA USA**"). The following plan of merger, which was adopted and approved by the member of **GARRAPOSA MANAGEMENT** to the merger in accordance with section 605.1021-605.1026, Florida Statutes, et seq. of the Florida Revised Limited Liability Company Act (the "Act") on December 17th, 2020.

FIRST: The exact names and jurisdiction of the **merging** parties are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Garraposa Management LLC 2600 South Douglas Road #900 Coral Gables, FL 33134	Florida

SECOND: The exact name and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Garraposa USA, Inc. 2600 South Douglas Road #900 Coral Gables, FL 33134	Florida

2020 DEC 23 AM 10:21

THIRD: Articles of Incorporation. The Articles of **GARRAPOSA USA** shall, without any changes, be the Articles of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

FOURTH: Distribution to Shareholders of the Constituent Entities. Upon the Effective Date, each membership unit of **GARRAPOSA MANAGEMENT** outstanding at that time shall without more be converted into and exchanged, pro-rata, for shares of **GARRAPOSA USA** in accordance with this Plan. Each membership unit of **GARRAPOSA MANAGEMENT** that is issued and outstanding on the Effective Date shall continue as outstanding shares of **GARRAPOSA USA**.

FIFTH: Satisfaction of Rights of the Members of GARRAPOSA MANAGEMENT. Upon the Effective Date, all shares of **GARRAPOSA USA** stock into which the membership units of **GARRAPOSA MANAGEMENT**, shall have been converted, and for which the interests of **GARRAPOSA MANAGEMENT**'s members become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

SIXTH: Effect of Merger. On the Effective Date, the separate existence of **GARRAPOSA MANAGEMENT** shall cease, and **GARRAPOSA USA** shall be fully vested in **GARRAPOSA USA**'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Florida Business Corporation Act.

SEVENTH: Further Action Required. If at any time after the Effective Date, **GARRAPOSA MANAGEMENT** or **GARRAPOSA USA** shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of **GARRAPOSA MANAGEMENT** or **GARRAPOSA USA** as the case may be, whether past or remaining in office, shall execute and deliver upon the request of **GARRAPOSA MANAGEMENT** or **GARRAPOSA USA**, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in **GARRAPOSA USA**, or to otherwise carry out the provisions of this Plan.

EIGHTH: Filing with the Florida Department of State and Effective Date. **GARRAPOSA MANAGEMENT** and **GARRAPOSA USA** shall cause their respective President to execute Articles of Merger in the form attached hereto; and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by **GARRAPOSA USA** to the Florida Department of State. In accordance with Section 607.1109 of the Florida Business Corporation Act, the Articles of Merger shall specify the "Effective Date" to be the filing date of the Articles.

NINTH: Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the constituent entities which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Florida Business Corporation Act.

Dated this 17 day of December, 2020, **with an effective date as of December 30th, 2020.**


GARRAPOSA MANAGEMENT LLC
a Florida limited liability company

By: _____


Jaime Palacios, President and Manager

GARRAPOSA USA, INC.
a Florida corporation

By: _____


Jaime Palacios, President