

P1100000 23810

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

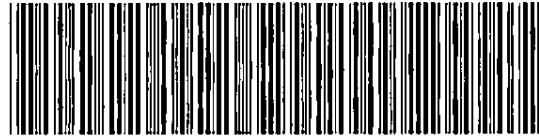
(Document Number)

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RECEIVED
SECRETARY OF STATE
18 OCT 30 AM 11:08

Merger

R. WHITE
OCT 31 2018

FILED
2018 OCT 30 AM 10:15
SECRETARY OF STATE
TALLAHASSEE, FL

RW



1000 Ponce de Leon Blvd. Suite: 105
Coral Gables, FL 33134
Phone: 305-444-4994
Email: filing@ecfsfiling.com

Office Use Only

CORPORATION NAME(S) & DOCUMENT NUMBERS(S):

1. A.G. Jade 1508, Inc.

(CORPORATE NAME)

(DOCUMENT #)

2.

(CORPORATE NAME)

(DOCUMENT #)

3.

(CORPORATE NAME)

(DOCUMENT #)

☐ Walk-In

☒ Pick up time: _____

☐ Certified Copy

☐ Certificate Of Status

| New Filings | |
|-------------------------------------|-------------------|
| <input type="checkbox"/> | Profit |
| <input type="checkbox"/> | Non-Profit |
| <input type="checkbox"/> | Limited Liability |
| <input type="checkbox"/> | Other: |
| <input checked="" type="checkbox"/> | merger. |

| Amendments | |
|--------------------------|------------------------|
| <input type="checkbox"/> | Amendments |
| <input type="checkbox"/> | Resignation |
| <input type="checkbox"/> | Dissolution/Withdrawal |
| <input type="checkbox"/> | Other: |

| Other Filings | |
|--------------------------|-----------------|
| <input type="checkbox"/> | Annual Report |
| <input type="checkbox"/> | Fictitious Name |
| <input type="checkbox"/> | Apostille: |
| <input type="checkbox"/> | Other: |

| | |
|--------------------|--|
| Examiners Initials | |
|--------------------|--|

* file Merger first &
apostille second

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: A.G. JADE 1508, INC.
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

LAURA KOHN
Contact Person

ARAZOZA & FERNANDEZ-FRAGA P.A.
Firm/Company

2100 SALZEDO STREET, SUITE 300
Address

CORAL GABLES, FL 33134
City/State and Zip Code

LAURA@ARAZOZA.COM
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

LAURA KOHN At (305) 444-6226 X 233
Name of Contact Person 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

FILED

ARTICLES OF MERGER
(Profit Corporations)

2018 OCT 30 AM 10:15

SECRETARY OF STATE
TALLAHASSEE, FL

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

First: The name and jurisdiction of the surviving corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|----------------------|---------------------|--|
| A.G. JADE 1508, INC. | FLORIDA | P11000023810 |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> (If known/ applicable) |
|---------------------|---------------------|--|
| KUIPEW TRADING INC. | PANAMA | 74 |
| | | |
| | | |
| | | |
| | | |

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.

OR ____/____/____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

Fifth: Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on SEPTEMBER 5, 2018.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ and shareholder approval was not required.

Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on SEPTEMBER 5, 2018.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(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

A.G. JADE 1508, INC.

ALBERTO SALAZAR UGARTE, PDT

KUPIEW TRADING INC.

ALBERTO SALAZAR UGARTE, A.R.

PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER SUBMITTED IN COMPLIANCE WITH SECTION 607.1105, FLORIDA STATUTES.

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

Name

A.G. JADE 1508, INC.

Jurisdiction

Florida - Document N° P11000023810


SECOND: The name and jurisdiction of incorporation of the merging corporation is:

Name

KUPIEW TRADING INC.

Jurisdiction

Republic of Panama N° 74

 **THIRD:** The terms and conditions of the merger are as follows:

THE MERGER

3.1 Effective Time: Merging Corporations. Upon the terms and subject to the conditions of this Plan of Merger and the applicable provisions of Florida Law, effective as of the date of Filing (hereafter the "Effective Time"), KUPIEW TRADING INC., a corporation organized and existing under the laws of the Republic of Panama (hereafter "KUPIEW TRADING"), shall be merged with and into A.G. JADE 1508, INC., a Florida corporation, with A.G. JADE 1508, INC., remaining as the surviving corporation (the "Surviving Corporation").

3.2 Articles of Incorporation. Bylaws. (a) At the Effective Time, the Articles of Incorporation of A.G. JADE 1508, INC., as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law. (b) At the Effective Time, the By-laws of A.G. JADE 1508, INC., as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter amended as provided by law.


FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

- (a) Conversion of Shares. By virtue of this merger and without further action by the holder thereof, all of the share of common stock of KUPIEW TRADING issued and outstanding immediately prior to the Effective Time, shall without more be

converted into and exchanged for shares of the Surviving Corporation stock. Each share of the Surviving Corporation that is issued and outstanding on the Effective Date shall continue as outstanding share of the Surviving Corporation.

(b) Satisfaction of Rights of KUPIEW TRADING Shareholders: All shares of the Surviving Corporation's stock into which KUPIEW TRADING shareholder's stock shall have been converted and exchanged for under this Plan of Merger shall be deemed to have been paid in full satisfaction of the converted stock.

(c) Effect of Merger: On the Effective Time, the separate existence of KUPIEW TRADING shall cease, and the Surviving Corporation shall be fully vested in KUPIEW TRADING's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, and duties.

 (d) Consent of Constituent Companies: The undersigned companies have each delivered authorizing resolutions unanimously consenting to and authorizing this Plan of Merger.

FIFTH: Taking of Necessary Actions. Further Action. If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurance or any other types of actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of KUPIEW TRADING or to be acquired by the Surviving Corporation as a result of, or in connection with the merger, or to otherwise carry out this Plan of Merger or the Articles of Merger, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver in the name and on behalf of the Surviving Corporation and KUPIEW TRADING, all such deeds, bills of sale, assignments, assurance or any other types of documents and instruments and to take and do in the name and on behalf of the Surviving Corporation and KUPIEW TRADING, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to, and under such rights, properties or assets in the Surviving Corporation or to otherwise carry out this Plan of Merger and the Articles of Merger.

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Dated the 5th day of September, 2018

The Surviving Corporation:

A.G. JADE 1508, INC., a
Florida corporation

By: 

Alberto Salazar Ugarte
President/Director/Treasurer

The Merging Corporation:

KUPIEW TRADING INC., a
Panamanian corporation

By: 

Alberto Salazar Ugarte
Authorized Representative