

PI2000012634

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

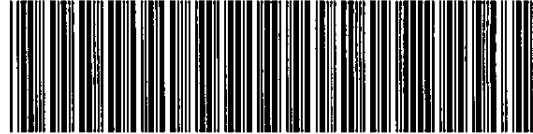
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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12/29/14--01025--011 **78.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
15 JAN 12 PM 12:44

C.L.
1-14-15



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 5, 2015

CHRISTIAN E. VAN DER HENST / PLATZI, INC.
28827 N. SADDLE WAY
SAN TAN VALLEY, AZ 85143 US

SUBJECT: MEJORANDO.LA, INC.
Ref. Number: P12000012634

We have received your document for MEJORANDO.LA, INC. and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

You did not attach exhibit A to the merger. Exhibit A is suppose to be the articles of the surviving corporation.

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.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 815A00000054

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Platzi, 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:

Christian E. Van Der Henst

Contact Person

Platzi, Inc.

Firm/Company

28827 N. Saddle Way

Address

San Tan Valley, AZ 85143

City/State and Zip Code

c@mejorando.la

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Christian E. Van Der Henst

Name of Contact Person

At (415) 8940755

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

ARTICLES OF MERGER

(Profit Corporations)

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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)
Platzi, Inc.	Delaware	

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
MEJORANDO.LA, INC.	Florida	P12000012634

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.)

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 12/26/2014.

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

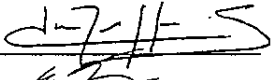
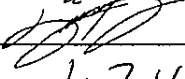
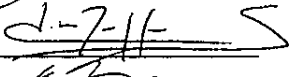
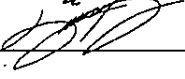
Sixth: Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 12/26/2014.

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

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual & Title</u>
MEJORANDO.LA, INC.		Christian E. Van Der Henst, President at
MEJORANDO.LA, INC.		John Freddy Vega-Forero, Vice-President
Platzi, Inc.		Christian E. Van Der Henst, President at
Platzi, Inc.		John Freddy Vega-Forero, Vice President

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If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

PLAN OF MERGER
(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Jurisdiction

The name and jurisdiction of each **subsidiary** corporation:

Name

Jurisdiction

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any 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, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the surviving corporation:

Name

Jurisdiction

Second: The name and jurisdiction of each merging corporation:

Name

Jurisdiction

Third: The terms and conditions of the merger are as follows:

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any 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:

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

15 JAN 12 PM 12:44

**AGREEMENT AND PLAN OF MERGER OF
PLATZI, INC., A DELAWARE CORPORATION
AND MEJORANDO.LA, INC., A FLORIDA CORPORATION**

THIS AGREEMENT AND PLAN OF MERGER dated as of December 26, 2014 (this "Agreement") is between Platzi, Inc., a Delaware corporation ("Platzi") and MEJORANDO.LA, INC. a Florida corporation ("Mejorando"). Platzi and Mejorando are sometimes referred to herein as the "Constituent Corporations."

RECITALS

A. Platzi is a corporation duly organized and existing under the laws of the State of Delaware and has an authorized capital stock of 10,000,000 shares, all of which are designated "Common Stock," \$0.00001 par value per share. As of the date of this Agreement, 100 shares of Common Stock are issued and outstanding, all of which are held by Mejorando. For purposes of this Agreement, the Common Stock of Platzi shall be referred to herein as the "**Delaware Common**."

B. Mejorando is a corporation duly organized and existing under the laws of the State of Florida and has authorized capital stock of 50,000 shares, all of which are designated "Common Stock," \$1.00 par value. For purposes of this Agreement, the Common Stock of Platzi shall be referred to herein as the "**Florida Common**."

C. The Board of Directors of Mejorando has determined that, for the purpose of effecting the reincorporation of Mejorando in the State of Delaware, it is advisable and in the best interests of Mejorando and its shareholders that Mejorando merge with and into Platzi upon the terms and conditions herein provided.

D. The respective Boards of Directors and stockholders of Mejorando and Platzi have approved this Agreement and have directed that this Agreement be executed by the undersigned officers.

E. The Merger (as defined below) is intended to qualify as a reorganization within the meaning of Section 368 of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual agreements and covenants set forth herein, Mejorando and Platzi hereby agree, subject to the terms and conditions hereinafter set forth, as follows:

I

MERGER

1.1 Merger. In accordance with the provisions of this Agreement, the Delaware General Corporation Law and the Florida Business Corporations Act, Mejorando shall be merged with and into Platzi (the "**Merger**"), the separate existence of Mejorando shall cease, Platzi shall be, and is herein sometimes referred to as, the "**Surviving Corporation**," and the name of the Surviving Corporation shall be "**Platzi, Inc.**"

1.2 Filing and Effectiveness. The Merger shall become effective when the following actions shall have been completed:

(a) This Agreement was adopted and the Merger approved by the stockholders of each Constituent Corporation in accordance with the requirements of the Delaware General Corporation Law and the Florida Business Corporations Act;

(b) All of the conditions precedent to the consummation of the Merger specified in this Agreement shall have been satisfied or duly waived by the party entitled to satisfaction thereof;

(c) An executed Certificate of Merger meeting the requirements of the Delaware General Corporation Law shall have been filed with the Secretary of State of the State of Delaware; and

(d) The executed Articles of Merger shall have been filed with the Florida Division of Corporations.

The date and time when the Merger shall become effective, as aforesaid, is herein called the "Effective Date of the Merger."

1.3 Effect of the Merger. Upon the Effective Date of the Merger, the separate existence of Mejorando shall cease, and Platzi, as the Surviving Corporation: (i) shall continue to possess all of its assets, rights, powers and property as constituted immediately prior to the Effective Date of the Merger; (ii) shall be subject to all actions previously taken by its and Mejorando's Board of Directors; (iii) shall succeed, without other transfer, to all of the assets, rights, powers and property of Mejorando in the manner as more fully set forth in Section 259 of the Delaware General Corporation Law; (iv) shall continue to be subject to all of its debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger; and (v) shall succeed, without other transfer, to all of the debts, liabilities and obligations of Mejorando in the same manner as if Platzi had itself incurred them, all as more fully provided under the applicable provisions of the Delaware General Corporation Law and the California General Corporation Law.

II

CHARTER DOCUMENTS, DIRECTORS AND OFFICERS

2.1 Certificate of Incorporation. The Certificate of Incorporation of the Surviving Corporation shall be as set forth on Exhibit A attached hereto.

2.2 Bylaws. The Bylaws of Platzi as in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

2.3 Directors and Officers. The directors and officers of Platzi immediately prior to the Effective Date of the Merger shall be the directors and officers of the Surviving Corporation until their successors shall have been duly elected and qualified or until as otherwise provided by law, the Certificate of Incorporation of the Surviving Corporation or the Bylaws of the Surviving Corporation.

III

MANNER OF CONVERSION OF STOCK

3.1 Florida Common. Upon the Effective Date of the Merger, each share of Florida Common issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the Constituent Corporations, the holder of such shares or any other person, be converted into and exchanged for 140 fully paid and nonassessable shares of Delaware Common, \$0.00001 par value.

3.2 Delaware Common. Upon the Effective Date of the Merger, each share of Delaware Common issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action by the

Constituent Corporations, the holder of such shares or any other person, be canceled and returned to the status of authorized but unissued shares.

3.3 Exchange of Certificates. After the Effective Date of the Merger, each holder of Florida Common may, at such shareholder's option, surrender the same for cancellation to the exchange agent designated by the Surviving Corporation (the "**Exchange Agent**"), and each such holder shall be entitled to receive in exchange therefor a certificate or certificates representing the number of shares of the appropriate class and series of the Surviving Corporation's capital stock into which the surrendered shares were converted as herein provided. Until so surrendered, each outstanding certificate theretofore representing shares of Florida Common shall be deemed for all purposes to represent the number of whole shares of the appropriate class and series of the Surviving Corporation's capital stock into which such shares of Florida Common were converted in the Merger.

The registered owner on the books and records of the Surviving Corporation or the Exchange Agent of any such outstanding certificate shall, until such certificate shall have been surrendered for transfer or conversion or otherwise accounted for to the Surviving Corporation or the Exchange Agent, have and be entitled to exercise any voting and other rights with respect to and to receive dividends and other distributions upon the shares of capital stock of the Surviving Corporation represented by such outstanding certificate as provided above.

Each certificate representing capital stock of the Surviving Corporation so issued in the Merger shall bear the same legends, if any, with respect to the restrictions on transferability as the certificates of Florida Common so converted and given in exchange therefor, unless otherwise determined by the Board of Directors of the Surviving Corporation in compliance with applicable laws.

If any certificate for capital stock of the Surviving Corporation is to be issued in a name other than that in which the certificate surrendered in exchange therefor is registered, it shall be a condition of issuance thereof that the certificate so surrendered shall be properly endorsed and otherwise in proper form for transfer, that such transfer otherwise be proper and that the person requesting such transfer pay to the Exchange Agent any transfer or other taxes payable by reason of the issuance of such new certificate in a name other than that of the registered holder of the certificate surrendered or establish to the satisfaction of the Surviving Corporation that such tax has been paid or is not payable.

IV

GENERAL

4.1 Covenants. Platzi covenants and agrees that it will, on or before the Effective Date of the Merger:

(a) Qualify to do business as a foreign corporation in the State of Florida and in connection therewith irrevocably appoint an agent for service of process as required under the provisions of the Florida Business Corporations Act;

(b) File any and all documents with the Florida Franchise Tax Board necessary for the assumption by Platzi of all of the franchise tax liabilities of Mejorando; and

(c) Take such other actions as may be required by the Florida Business Corporations Act.

4.2 Further Assurances. From time to time, as and when required by Platzi or by its successors or assigns, there shall be executed and delivered on behalf of Mejorando such deeds and other instruments, and there shall be taken or caused to be taken by Platzi and Mejorando such further and other actions, as shall be appropriate or necessary in order to vest or perfect in or confirm of record or otherwise by Platzi the title to and possession of all the property, interests, assets, rights, privileges, immunities, powers, franchises and authority of Mejorando and otherwise to carry out the purposes of this Agreement, and the officers and directors of Platzi are fully authorized in the name and on behalf of Mejorando or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

4.3 Abandonment. At any time before the Effective Date of the Merger, this Agreement may be terminated and the Merger may be abandoned for any reason whatsoever by the Board of Directors of either of the Constituent Corporations, or both, notwithstanding the approval of this Agreement by the shareholders of Mejorando or by the sole stockholder of Platzi, or by both.

4.4 Amendment. The Boards of Directors of the Constituent Corporations may amend this Agreement at any time prior to the filing of this Agreement (or certificate in lieu thereof) with the Secretaries of State of the States of California and Delaware, provided that an amendment made subsequent to the adoption of this Agreement by the shareholders or stockholders of either Constituent Corporation shall not: (a) alter or change the amount or kind of shares, securities, cash, property and/or rights to be received in exchange for or on conversion of all or any of the shares of any class or series thereof of such Constituent Corporation, (b) alter or change any term of the Certificate of Incorporation of the Surviving Corporation to be effected by the Merger, or (c) alter or change any of the terms and conditions of this Agreement if such alteration or change would materially adversely affect the holders of any class of shares or series thereof of such Constituent Corporation.

4.5 Registered Office. The registered office of the Surviving Corporation in the State of Delaware is located at 2711 Centerville Road, Suite 400, in the City of Wilmington, Delaware 19808, County of New Castle, and The Company Corporation is the registered agent of the Surviving Corporation at such address.

4.6 Agreement. Executed copies of this Agreement will be on file at the principal place of business of the Surviving Corporation at 28827 N. Saddle Way, San Tan Valley, AZ 85143, and copies thereof will be furnished to any stockholder of either Constituent Corporation, upon request and without cost.

4.7 Governing Law. This Agreement shall in all respects be construed, interpreted and enforced in accordance with and governed by the laws of the State of Delaware and, only as applicable, the merger provisions of the California General Corporation Law.

4.8 Counterparts. In order to facilitate the filing and recording of this Agreement, the same may be executed in any number of counterparts, each of which shall be deemed to be an original and all of which together shall constitute one and the same instrument.

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

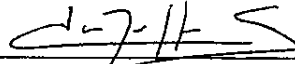
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IN WITNESS WHEREOF, this Agreement, having first been approved by resolutions of the Boards of Directors of Mejorando and Platzi, is hereby executed on behalf of each of such two corporations and attested by their respective officers thereunto duly authorized.

PLATZI, INC.

a Delaware corporation

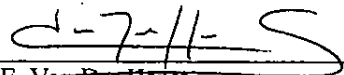
By: _____


Christian E. Van Der Henst
President

MEJORANDO.LA, INC.

a Florida corporation

By: _____


Christian E. Van Der Henst
President

7/2015 8:35 AM

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→ 18502456897

EXHIBIT A

Certificate of Incorporation of Surviving Corporation

State of Delaware
Secretary of State
Division of Corporations
Delivered 10:01 AM 12/19/2014
FILED 09:32 AM 12/19/2014
SRV 141562337 - 5661147 FILE

CERTIFICATE OF INCORPORATION

OF

PLATZI, INC.

ARTICLE I

The name of the corporation is Platzi, Inc. (the "Corporation").

ARTICLE II

The address of the Corporation's registered office in the State of Delaware is 2711 Centerville Road, Suite 400, Wilmington, New Castle County, Delaware 19808. The name of its registered agent at such address is The Company Corporation.

ARTICLE III

The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law.

ARTICLE IV

The aggregate number of shares which the Corporation shall have authority to issue is 10,000,000 shares of capital stock all of which shall be designated "Common Stock" and have a par value of \$0.00001 per share.

ARTICLE V

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors. Elections of directors need not be by written ballot unless otherwise provided in the Bylaws of the Corporation. In furtherance of and not in limitation of the powers conferred by the laws of the state of Delaware, the Board of Directors of the Corporation is expressly authorized to make, amend or repeal Bylaws of the Corporation.

ARTICLE VI

(A) To the fullest extent permitted by the Delaware General Corporation Law, as the same exists or as may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director.

(B) The Corporation shall indemnify to the fullest extent permitted by law any person made or threatened to be made a party to an action or proceeding, whether criminal, civil, administrative or investigative, by reason of the fact that he, his testator or intestate is or was a director or officer of the Corporation or any predecessor of the Corporation, or serves or served at any other enterprise as a director or officer at the request of the Corporation or any predecessor to the Corporation.

(C) Neither any amendment nor repeal of this Article VI, nor the adoption of any provision of the Corporation's Certificate of Incorporation inconsistent with this Article VI, shall eliminate or reduce the effect of this Article VI in respect of any matter occurring, or any action or proceeding accruing or arising or that, but for this Article VI, would accrue or arise, prior to such amendment, repeal or adoption of an inconsistent provision.

ARTICLE VII

Unless the Corporation consents in writing to the selection of an alternative forum, the Court of Chancery of the State of Delaware shall be the sole and exclusive forum for (A) any derivative action or proceeding brought on behalf of the Corporation, (B) any action or proceeding asserting a claim of breach of a fiduciary duty owed by any director, officer, employee or agent of the Corporation to the Corporation or the Corporation's stockholders, (C) any action or proceeding asserting a claim against the Corporation arising pursuant to any provision of the Delaware General Corporation Law or the Corporation's Certificate of Incorporation or Bylaws, or (D) any action or proceeding asserting a claim governed by the internal affairs doctrine, in each case subject to said Court of Chancery having personal jurisdiction over the indispensable parties named as defendants therein.

ARTICLE VIII

The name and mailing address of the incorporator are as follows:

Christian E. Van Der Henst
28827 N. Saddle Way, San Tan Valley, AZ 85143

Executed on December 18, 2014.

Executed using DocuSign (P00077006/3200000247100000)

Christian E. Van Der Henst

Christian E. Van Der Henst, Incorporator