

P12000053171

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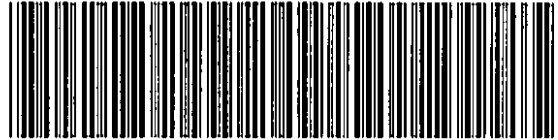
(Business Entity Name)

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: OLD ALLIGATOR, 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:

CAROLYN KAHL

Contact Person

ROCA GONZALEZ P.A.

Firm/Company

3370 MARY STREET

Address

MIAMI, FLORIDA 33133

City/State and Zip Code

CKAHL@RGPA.COM

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

For further information concerning this matter, please call:

CAROLYN KAHL

Name of Contact Person

At (³⁰⁵) 859-6050

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

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ARTICLES OF MERGER

(Profit Corporations)

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)
OLD ALLIGATOR, INC.	FLORIDA	P12000053171

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
NESFIELSD ESTATE CORP.	BRITISH VIRGIN ISLANDS	1714230

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 12 / 30 / 2019 (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 12/23/2019.

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 12/23/2019.

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)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

OLD ALLIGATOR, INC.

Federica Poggio

FEDERICA POGGIO

NESFIELD ESTATE CORP.

Federica Poggio

FEDERICA POGGIO

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

NESFIELD ESTATE CORP.

Jurisdiction

BRITISH VIRGIN ISLANDS

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

Name

OLD ALLIGATOR, INC.

Jurisdiction

FLORIDA

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:

The subsidiary surviving corporation shall cancel its share certificate issued to the parent merging company and issue a share certificate to the sole shareholder of the merging company, i.e. in the same proportion as the sole shareholder previously held shares in the parent merging company.

The stock of the subsidiary surviving corporation is issued to the sole shareholder of the parent merging company in exchange for the stock of the parent merging company which is cancelled by operation of law.

(Attach additional sheets if necessary)

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:

The sole shareholder of the parent merging company shall become the sole shareholder of the subsidiary surviving corporation in the same proportion as she previously held the shares of the parent merging company.

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:

A) The Merger is undertaken to unwind and simplify the corporate structure into the subsidiary surviving corporation;

B) The Merger is intended as a tax free type "A" reorganization otherwise known as statutory merger or consolidation in which the parent merging company ceases to exist and the parent and subsidiary become one entity by operation of law. Internal Revenue Code ("IRC") Section 368(a)(1)(A) and corresponding Treasury Regulation ("Reg.") Section 1.368-2(b)(1)(ii);

C) The subsidiary surviving corporation shall retain its name, officers, directors, principal office, registered agent and shall continue its operations in substantially the same form;

D) On the effective date, all rights, privileges, immunities, powers and franchises of public or private nature, and all property, real, personal or mixed, as may be applicable, shall be taken and deemed to be transferred, and shall be vested in the subsidiary corporation without further act or deed, and all rights, privileges, immunities, powers and franchises of public or private nature, and all property, real, personal or mixed already owned and vested in the subsidiary surviving corporation shall remain vested in the subsidiary surviving corporation.