

# P12000088773

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.**

(((H12000260129 3)))



H120002601293ABCX

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.**

To: Division of Corporations  
Fax Number : (850)617-6380

From: Account Name : CARLTON FIELDS  
Account Number : 076077000355  
Phone : (813)223-7000  
Fax Number : (813)229-4133

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
12 OCT 30 PM 2:51

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: APlasencia@Carltonfields.com

**MERGER OR SHARE EXCHANGE**  
**Key International Holdings, Inc.**

Certificate of Status	1
Certified Copy	1
Page Count	07
Estimated Charge	\$87.50

RECEIVED  
12 OCT 30 AM 8:04  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED OF STATE  
SECRETARY OF CORPORATION  
DIVISION OF CORPORATION  
12 OCT 30 PM 2:51

**ARTICLES OF MERGER**  
of  
**BOMI CORPORATION, S.A.,**  
a Panamanian sociedad anónima  
with and into  
**KEY INTERNATIONAL HOLDINGS, INC.,**  
a Florida corporation

Pursuant to Sections 607.1101, 607.1103, 607.1105, 607.1107, and 607.1108 of the Florida Business Corporation Act (the "FBCA"), Bomi Corporation, S.A., a Panamanian sociedad anónima ("Bomi"), whose Articles of Association were registered with the Panamanian Registrar on August 26, 1977, and Key International Holdings, Inc., a Florida corporation ("KIH"), whose Articles of Incorporation were filed with the Florida Department of State on October 19, 2012, have adopted on October 24, 2012 the following Articles of Merger for the purpose of effecting a merger in accordance with the provisions of the FBCA, and hereby certify as follows:

**ARTICLE I**

The Agreement and Plan of Merger (the "Plan of Merger"), attached hereto and incorporated by reference herein, and adopted in accordance with the provisions of Section 607.1103 of the FBCA, provides for the merger of Bomi with and into KIH, with KIH as the surviving corporation (the "Merger").

**ARTICLE II**

Pursuant to Section VIII of the Panama General Corporation Law, Law 32 of February 26, 1927, as amended (the "PGCL"), and Sections 607.0704, 607.0821, 607.1101 and 607.1103 of the FBCA, the shareholders and board of directors of Bomi, and the board of directors of KIH, unanimously approved the Plan of Merger by written consent on October 24, 2012.

**ARTICLE III**

Of the 10,000 issued and outstanding shares of Bomi entitled to vote as a class upon the Plan of Merger had the Plan of Merger been submitted to a vote of said class pursuant to Section VIII of the PGCL and Section 607.1103 of the FBCA, the holders of all of the shares consented to and authorized the Plan of Merger by unanimous written consent in accordance with Section VIII of the PGCL and Section 607.0704 of the FBCA on October 24, 2012. Approval of the Merger by the shareholders of KIH is not required for the reasons set forth in Section 10 of the Plan of Merger.

The number of shares outstanding and the designation and number of outstanding shares of each class that are entitled to vote as a class on the Merger for Bomi and KIH, respectively, are as follows:

<u>Name of Corporation</u>	<u>Number of Shares Outstanding</u>
Bomi Corporation, S.A.	10,000
Key International Holdings, Inc.	60,000

The number of shares of Bomi that voted for and against the Merger, and the number of shares of each class, that voted for and against the Merger are as follows:

<u>Name of Corporation</u>	<u>Number of Shares of Common Stock that Voted For and Against the Merger</u>	
	<u>For</u>	<u>Against</u>
Bomi Corporation, S.A.	10,000	-0-

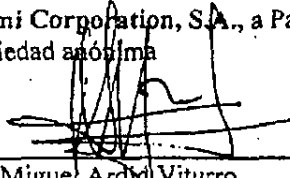
**ARTICLE IV.**

The Merger shall be effective as of the date and time these Articles of Merger are filed with the Florida Department of State (the "Effective Time"). At the Effective Time, the separate existence of each of the corporations shall cease and Bomi shall be merged with and into KIH, with KIH being the surviving corporation, in accordance with the terms and conditions of the Plan of Merger.

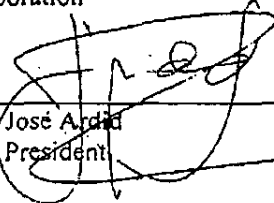
*[Signatures appear on the following page.]*

IN WITNESS WHEREOF, the parties to these Articles of Merger have caused them to be duly executed by their respective authorized officers as of the 30<sup>th</sup> day of October, 2012.

**Bomi Corporation, S.A.**, a Panamanian  
sociedad anónima

By:   
Miguel Ardia Viturro  
President

**Key International Holdings, Inc.**, a Florida  
corporation

By:   
José Ardia  
President

## AGREEMENT AND PLAN OF MERGER

**Bomi Corporation, S.A.**, a Panamanian sociedad anónima ("Bomi"), and **Key International Holdings, Inc.**, a Florida corporation ("KIH"), enter into this Agreement and Plan of Merger on this 30<sup>th</sup> day of October, 2012 ("Plan of Merger").

### BACKGROUND

The parties to this Plan of Merger believe it makes business sense to change the place of incorporation of Bomi from Panama to the State of Florida. In order to accomplish the foregoing change, the parties have agreed to merge Bomi into KIH, with KIH being the surviving corporation (the "Merger"). The parties believe that the change in Bomi's place of incorporation is in the company's best interests because it will permit the company to take advantage of the well-developed law of corporate governance in Florida and to enable the company to invest in real property in the State of Florida without the need for a qualification to do business in the State of Florida. The respective Boards of Directors of Bomi and KIH have adopted resolutions approving this Plan of Merger. The shareholders of Bomi have approved this Plan of Merger in accordance with the laws of Panama and Florida. Approval of the Merger by the shareholders of KIH is not required pursuant to Section 607.1103(7) of the Florida Business Corporation Act ("FBCA").

### TERMS

For the reasons described above and in consideration of the covenants herein contained, the parties agree to this Plan of Merger as follows:

- 1. Merger.** In accordance with the laws and applicable provisions of the laws of the State of Florida, Bomi shall merge into and become a part of KIH (the "Surviving Corporation"). Upon the effective date of the Merger, the separate corporate existence of Bomi shall cease. The effective date for the transaction contemplated hereunder shall be upon the filing of the Articles of Merger with the Florida Department of State.
- 2. Changes to Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of KIH until thereafter amended in accordance with Florida law.
- 3. Changes to Bylaws.** The Bylaws of the Surviving Corporation shall be the Bylaws of KIH until thereafter amended in accordance with Florida law.
- 4. Changes to Directors and Officers.** The directors and officers of the Surviving Corporation shall be the current directors and officers of KIH until their successors are duly elected and qualified.

**5. Representations and Warranties.**

(a) Bomi represents and warrants as follows:

(1) Organization and Good Standing. Bomi is a corporation duly organized, validly existing and in good standing under the laws of Panama and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Plan of Merger by Bomi has been duly and validly authorized and approved by all necessary corporate and member action.

(b) KIH represents and warrants as follows:

(1) Organization and Good Standing. KIH is a corporation duly organized, validly existing and in good standing under the laws of Florida and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Plan of Merger by KIH has been duly and validly authorized and approved by all necessary corporate action.

**6. Effects of Merger.** The Merger shall have the effect provided therefor by Florida law. As of the effective date of the Merger, KIH shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of Bomi; and all the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due Bomi, shall be deemed to be transferred to and vested in KIH without further act or deed, and the title to any property or any interest therein, vested in Bomi, shall not revert to or be in any way impaired by reason of the Merger.

KIH shall be responsible and liable for all the liabilities and obligations of Bomi; and any claims existing by or against Bomi may be prosecuted to judgment as if the Merger had not occurred, or KIH may be substituted in the place of Bomi. The rights of any creditors of Bomi shall not be impaired by the Merger. KIH shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with any outstanding obligations of Bomi.

**7. Share Conversion.** Prior to the Merger, KIH will have no outstanding shares. Upon the effective date of the Merger, all the outstanding shares of stock of Bomi shall be surrendered and canceled and the shareholders of Bomi shall receive, *pro rata*, 60,000 shares of common stock of KIH. Each member's proprietary ownership in the shares of Bomi immediately before the Merger will be identical to the shareholder's proprietary ownership in the shares of KIH immediately after the Merger.

**8. Further Assurances.** If at any time KIH shall consider or be advised that any further

assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in KIH the title to any property or rights of Bomi or to otherwise carry out the provisions hereof, the proper officers and directors of Bomi, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in KIH and to otherwise carry out the provisions hereof.

9. **Abandonment or Amendment.** At any time prior to the filing of the Articles of Merger with the Florida Department of State, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

10. **Approval by Boards of Directors and Shareholders.** This Plan of Merger has been unanimously approved by, and the execution and delivery thereof authorized by, the board of directors of Bomi and KIH. There are 10,000 shares of Bomi entitled to vote on the Merger. This Plan of Merger has been unanimously approved by, and the execution and delivery thereof authorized by, the shareholders of Bomi. Approval of the Merger by the shareholders of KIH is not required pursuant to Section 607.1103(7) of the FBCA because (i) the articles of incorporation of the Surviving Corporation will not differ from its articles of incorporation before the Merger, and (ii) each shareholder of the Surviving Corporation whose shares were outstanding immediately prior to the effective date of the Merger will hold the same number of shares, with identical designations, preferences, limitations, and relative rights, immediately after the Merger.

11. **Costs.** All costs in connection with this Plan of Merger will be paid by Bomi.

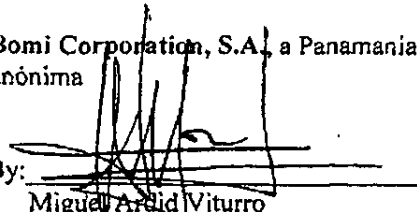
12. **Payment to Dissenting Shareholders.** There are no dissenting shareholders or shareholders to the Merger, and, therefore, no payments to dissenting shareholders or shareholders will be required under Section 607.1302 of the FBCA or Section VIII of the Panama General Corporate Law, Law 32, of February 26, 1927, as amended, since (i) the shareholders of Bomi have unanimously approved and consented to this Plan of Merger, and (ii) shareholder approval of the Merger by the shareholders of KIH is not required.

13. **Procedure.** Each party will in a timely manner follow the procedures provided by Florida law in connection with the statutory merger including the filing of appropriate Articles of Merger, will cooperate with the other party, will act in good faith, and will take those actions necessary or appropriate to approve and effectuate this Plan of Merger and the transactions contemplated hereby.

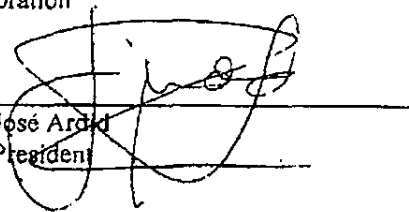
14. **Tax Consequences.** It is the express intent and purpose of this Plan of Merger that the transaction contemplated hereunder qualify under the internal revenue laws as an Internal Revenue Code Section 368(a)(1)(F) reorganization. To this end, any ambiguity in this Plan of Merger shall be resolved in an interpretation that will qualify this transaction as a tax-free Merger. Notwithstanding the foregoing, the failure of this transaction to qualify as a tax-free Merger shall not give rise to a cause of action by the shareholders or shareholders against the corporations involved in this transaction, or against any person involved in this transaction.

**IN WITNESS WHEREOF**, the undersigned have executed this Agreement and Plan of Merger as of the date first above written.

**Bomi Corporation, S.A.**, a Panamanian sociedad  
anónima

By:   
Miguel Ardid Viturro  
President

**Key International Holdings, Inc.**, a Florida  
corporation

By:   
José Ardid  
President