

P14000098054

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

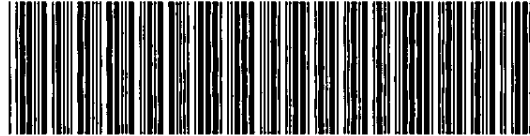
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900267131819

12/05/14--01016--018 **198.75

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC -5 PM 3:17

EFFECTIVE DATE
12-31-14

2.2.1
12-10-14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Belizean Grove Corp.
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Susan S. Stautberg
Contact Person

Belizean Grove Corp.
Firm/Company

1645 Palm Beach Lakes Blvd., Suite 150
Address

West Palm Beach, FL 33414
City/State and Zip Code

eden@womencorporatedirectors.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Eden Rose DiGregorio At (561) 797-3099
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

(Profit Corporations)

14 DEC -5 PM 3:17

EFFECTIVE DATE
12-31-14

P14000098054

Delaware

(Attach additional sheets if necessary)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

Signature of an Officer or Director

11 DEC -5 PM 3:17
Typed or Printed Name of Individual & Title

Susan S Stanley

Susan S. Stautberg, President

Susan S Stanley

Susan S. Stautberg, President

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC -5 PM 3:17

PLAN OF MERGER
(Non Subsidiaries)

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

14 DEC -5 PM 3:17

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:

| <u>Name</u> | <u>Jurisdiction</u> |
|-----------------------------|---------------------|
| <u>Belizean Grove Corp.</u> | <u>Florida</u> |

Second: The name and jurisdiction of each merging corporation:

| <u>Name</u> | <u>Jurisdiction</u> |
|----------------------------|---------------------|
| <u>Belizean Grove Ltd.</u> | <u>Delaware</u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |
| <u> </u> | <u> </u> |

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

See attached Agreement and Plan of Merger.

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:

See attached Agreement and Plan of Merger.

(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:
See attached Agreement and Plan of Merger.

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

AGREEMENT AND PLAN OF MERGER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

14 DEC -5 PM 3:17

THIS AGREEMENT AND PLAN OF MERGER, dated December 1, 2014 (this "Agreement"), is entered into by and between Belizean Grove Ltd., a Delaware Corporation ("Belizean (DE)"), and Belizean Grove Corp., a Florida Corporation ("Belizean (FL)"). Belizean (DE) and Belizean (FL) are hereinafter sometimes referred to as the "Constituent Corporations."

WITNESSETH:

WHEREAS, Belizean (DE) is a corporation duly organized and existing under the laws of the State of Delaware;

WHEREAS, Belizean (FL) is a corporation duly organized and existing under the laws of the State of Florida;

WHEREAS, the respective Boards of Directors of Belizean (DE) and Belizean (FL) have determined that it is advisable and in the best interests of such corporations and their shareholders that Belizean (DE) merge with and into Belizean (FL) upon the terms and subject to the conditions set forth in this Agreement;

WHEREAS, for United States federal income tax purposes, the parties hereto intend the Merger (as defined below) shall qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended (the "Code"), and the Treasury Regulations promulgated thereunder, and this Agreement is hereby adopted as a plan of reorganization for purposes of Section 368(a) of the Code and the Treasury Regulations promulgated thereunder;

WHEREAS, the shareholders of Belizean (DE) have approved this Agreement by execution of written consent;

WHEREAS, the shareholders of Belizean (FL) have approved this Agreement by execution of written consent;

NOW, THEREFORE, in consideration of the premises and mutual agreements and covenants herein contained, Belizean (DE) and Belizean (FL) hereby agree as follows:

1. Merger. Belizean (DE) shall be merged with and into Belizean (FL) (the "Merger") such that Belizean (FL) shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation"). Appropriate documents necessary to effectuate the Merger shall be filed with the Secretaries of State of the States of Florida and Delaware and the Merger shall become effective December 31, 2014 (the "Effective Date").

2. Governing Documents. The Articles of Incorporation of the Surviving Corporation in effect at the Effective Date shall be the Articles of Incorporation of the Surviving Corporation until amended in accordance with applicable law.

3. Directors. The persons who are directors of Belizean (FL) immediately prior to the Effective Date shall, after the Effective Date, be the directors of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the governing documents of the Surviving Corporation.

4. Officers. The persons who are officers of Belizean (FL) immediately prior to the Effective Date shall, after the Effective Date, be the officers of the Surviving Corporation, without change until their successors have been duly elected and qualified in accordance with the governing documents of the Surviving Corporation.

5. Succession. At the Effective Date, the separate corporate existence of Belizean (DE) shall cease and (i) all rights, privileges, powers and franchises of a public and private nature of each of the Constituent Corporations; (ii) all assets, property, real and personal, belonging to each of the Constituent Corporations; and (iii) all debts due to each of the Constituent Corporations on whatever account, including stock subscriptions and all other things in action; shall succeed to, be vested in and become the property of the Surviving Corporation without any further act or deed as they were of the respective Constituent Corporations. The title to any real estate vested by deed or otherwise and any other asset, in either of such Constituent Corporations shall not revert or be in any way impaired by reason of the Merger, but all rights of creditors and all liens upon any property of Belizean (DE) shall be preserved unimpaired. To the extent permitted by law, any claim existing or action or proceeding pending by or against either of the Constituent Corporations may be prosecuted as if the Merger had not taken place. All debts, liabilities and duties of the respective Constituent Corporations shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by it. All corporate acts, plans, policies, agreements, arrangements, approvals and authorizations of Belizean (DE), its shareholders, Board of Directors and committees thereof, officers and agents that were valid and effective immediately prior to the Effective Date, shall be taken for all purposes as the acts, plans, policies, agreements, arrangements, approvals and authorizations of the Surviving Corporation and shall be as effective and binding thereon as the same were with respect to Belizean (DE). The employees and agents of Belizean (DE) shall become the employees and agents of the Surviving Corporation and continue to be entitled to the same rights and benefits that they enjoyed as employees and agents of Belizean (DE).

6. Conversion of Shares. At the Effective Date, by virtue of the Merger and without any action on the part of the holder thereof, each share of Belizean (DE) common stock, issued and outstanding immediately prior to the Effective Date shall be changed and converted into one (1) share of Belizean (FL) common stock.

IN WITNESS WHEREOF, Belizean (DE) and Belizean (FL) have caused this Agreement to be executed and delivered as of the first date written above.

Belizean Grove Ltd, a Delaware Corporation

Susan S Stautberg

By: Susan S. Stautberg, President

Belizean Grove Corp., a Florida Corporation

Susan S. Stautberg
By: Susan S. Stautberg, President

Approved by:

Shareholders of Belizean Grove Ltd., a Delaware Corporation

Susan S. Stautberg
Susan S. Stautberg

Shareholders of Belizean Grove Corp., a Florida Corporation

Susan S. Stautberg
Susan S. Stautberg

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC -5 PM 3:17