

P160000041857

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FILED

Merger CC

JUN 23 2016
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COVER LETTER

TO: Amendment Section
Division of Corporations

SANTARLAS GLOBAL, INC.

SUBJECT: _____
Name of Surviving Party

Please return all correspondence concerning this matter to:

Alla Zagrebelsky, Esq.

Contact Person
Zagrebelsky Law P.A.

Firm/Company
2202 N. West Shore Blvd., Suite 200

Address
Tampa, FL 33607

City, State and Zip Code
eservice@zagrebelskylaw.com

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

For further information concerning this matter, please call:

Alla Zagrebelsky, Esq. 813 579-1859
_____ at (_____) _____

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

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Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

**ARTICLES OF MERGER OF
SANTARLAS GLOBAL, INC., A FLORIDA FOR PROFIT CORPORATION,
BOXING SANTA, LLC, AND PROCESS SERVER CENTRAL, LLC,
FLORIDA LIMITED LIABILITY COMPANIES**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1108, 607.1109, and 605.1025, Florida Statutes.

FIRST. The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Name of Entity	Jurisdiction & Doc #	Form/Entity Type
Boxing Santa, LLC	Florida, L04000055369	Limited Liability Company
Process Server Central, LLC	Florida, L05000004393	Limited Liability Company

SECOND. The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name of Entity	Jurisdiction & Doc #	Form/Entity Type
Santarlas Global, Inc.	Florida, P16000041857	Profit Corporation

THIRD. The attached plan of Merger was approved by each domestic Corporation, and each domestic Limited Liability Company that is a party to the Merger in accordance with the applicable provisions of chapters 607 and 605, Florida Statutes.

FOURTH. The attached plan of Merger does not involve any foreign business entity. All involved entities are either a domestic corporation or domestic limited liability companies.

FIFTH. The date this document is filed by the Florida Department of State shall be the effective date of the Merger.

FIFTH. The date this document is filed by the Florida Department of State shall be the effective date of the share exchange merger.

SIXTH: Signature(s) for Each Party:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Printed Name & Title</u>
Boxing Santa, LLC	<u>Thomas E. Santarlas</u>	Thomas E. Santarlas Authorized Member
Process Server Central, LLC	<u>Thomas E. Santarlas</u>	Thomas E. Santarlas Authorized Member
Santarlas Global, Inc.	<u>Thomas E. Santarlas</u>	Thomas E. Santarlas President

**JOINT PLAN OF MERGER OF
SANTARLAS GLOBAL, INC., A FLORIDA FOR PROFIT CORPORATION,
BOXING SANTA, LLC, AND PROCESS SERVER CENTRAL, LLC,
FLORIDA LIMITED LIABILITY COMPANIES**

FIRST. The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name of Entity</u>	<u>Jurisdiction & Doc #</u>	<u>Form/Entity Type</u>
Boxing Santa, LLC	Florida, L04000055369	Limited Liability Company
Process Server Central, LLC	Florida, L05000004393	Limited Liability Company

SECOND. The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name of Entity</u>	<u>Jurisdiction & Doc #</u>	<u>Form/Entity Type</u>
Santarlas Global, Inc.	Florida, P16000041857	Profit Corporation

THIRD. The terms and conditions of the Merger are as follows:

(a) The two abovementioned Companies, as the acquired parties in the Merger, shall wholly merge into the Corporation, being elected the surviving entity in this transaction, and the separate existence of the two merged Companies shall cease, with only the Corporation remaining;

(b) The title to all real estate and other property, including all intellectual property and any interest therein, owned by each merged Company in the Merger is vested in the surviving Corporation without reversion or impairment;

(c) The surviving Corporation shall thenceforth be responsible and liable for all the liabilities and obligations of each merged Company;

(d) Any claim existing or action or proceeding pending by or against either of the two merged Companies may be continued as if the Merger did not occur or the surviving Corporation may be substituted in the proceeding for either of the two merged Companies which ceased existence;

(e) Neither the rights of creditors nor any liens upon the property of either of the two merged Companies shall be impaired by such Merger;

(f) The Articles of Incorporation of the surviving Corporation are amended to the extent provided in the Plan of Merger and Articles of Merger; and

(g) The membership interest units, and the rights associated with the same, of each of the two merged Companies, that are to be exchanged into shares of the surviving Corporation, are exchanged as provided in the Plan of Merger, and the former holders of

the membership interest units are entitled only to the rights provided in the Articles of Merger or to their rights under section 607.1302 of the Florida Statutes.

FOURTH. The manner and basis for the Merger are as follows:

The Plan of Merger shall be executed via a "Stock for Membership Interest Exchange", whereby one hundred percent (100%) of all membership interest of the Companies shall be acquired in exchange for a total of 791 shares of corporate stock of the surviving Corporation, such shares to be the total number of shares split among both Companies as presented in this Plan. This transaction shall not involve cash or any other types of compensation for the conversion of the merged Companies' membership interest.

Santarlas Global, Inc. will offer a total of 791 shares for corporate stock for the Merger, at price of \$414.12 per share to both merged Companies, Boxing Santa, LLC and Process Server Central, LLC.

Boxing Santa, LLC shall receive a Membership Interest price of \$5 per membership unit, and shall receive a total of 369.07 shares in Santarlas Global, Inc. at the total exchange value of \$152,840.00, such membership unit price and total value to be received are the actual fair market values of Boxing Santa, LLC. Each Member shall receive their proportional number of shares of Santarlas Global, Inc., such that one hundred percent (100%) of all their respective membership interest shall be acquired at the set value of \$5 per membership unit.

Process Server Central, LLC shall receive a Membership Interest price of \$6 per membership unit, and shall receive a total of 421.93 shares in Santarlas Global, Inc. at the total exchange value of \$174,732.60, such membership unit price and total value to be received are the actual fair market values of Process Server Central, LLC. Each Member shall receive their proportional number of shares of Santarlas Global, Inc., such that one hundred percent (100%) of all their respective membership interest shall be acquired at the set value of \$6 per membership unit.

FIFTH. Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

The surviving Corporation, Santarlas Global, Inc. is compliant with Florida Statutes chapter 607.

The merged Companies, Boxing Santa, LLC and Process Server Central, LLC are in full compliance with Florida Statutes chapter 605.