

P16000041857

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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2016 AUG -4 PM 12:42

AUG 12 2016

C LEWIS

COVER LETTER

TO: Amendment Section
Division of Corporations
SANTARLAS GLOBAL, INC.

SUBJECT: _____
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Alla Zagrebelsky, Esq.

Contact Person

Zagrebelsky Law P.A.

Firm/Company

2202 N. Westshore 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 & 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)
SANTARLAS GLOBAL, INC.	FL	PI6000041857
_____	_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SANTARLAS HOLDING COMPANY, INC.	FL	P01000033515
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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.)

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 07/29/2016.

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 07/29/2016.

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

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Santarlas Global, Inc.

Thomas E Santals

Thomas E. Santarlas , President

Santarlas Holding Company, Inc.

Thomso E Santarulo

Thomas E. Santarlas , President

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**JOINT PLAN OF MERGER OF SANTARLAS GLOBAL, INC.,
A FLORIDA FOR PROFIT CORPORATION, AND
SANTARLAS HOLDING COMPANY, INC.,
A FLORIDA FOR PROFIT CORPORATION
(NON SUBSIDIARY)**

2016 AUG -4 PM 12:42

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

Second: The name and jurisdiction of each merging corporation:

<u>Name of Entity</u>	<u>Jurisdiction & Doc #</u>	<u>Form/Entity Type</u>
Santarlas Holding Company, Inc.	Florida, P01000033515	Profit Corporation

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

(a) Santarlas Holding Company, Inc., as the acquired/merged party in this this Merger, shall wholly merge into Santarlas Global, Inc., being elected the surviving entity in this transaction, and the separate existence of Santarlas Holding Company, Inc. shall cease, with only Santarlas Global, Inc. remaining;

(b) The title to all real estate and other property, including all intellectual property and any interest therein, owned by Santarlas Holding Company, Inc., shall be vested in Santarlas Global, Inc. without reversion or impairment;

(c) Santarlas Global, Inc. shall thenceforth be responsible and liable for all the liabilities and obligations of Santarlas Holding Company, Inc., including but not limited to, any mortgages for real property and loans from shareholders previously extended to Santarlas Holding Company, Inc.;

(d) Any claim existing or action or proceeding pending by or against Santarlas Holding Company, Inc. may be continued as if the Merger did not occur or Santarlas Global, Inc. may be substituted in the proceeding for Santarlas Holding Company, Inc. which ceased existence;

(e) Neither the rights of creditors nor any liens upon the property of Santarlas Holding Company, Inc. shall be impaired by this Merger;

(f) The Articles of Incorporation of Santarlas Global, Inc. are amended to the extent provided in the Plan of Merger and Articles of Merger; and

(g) The shares, and the rights associated with the same, of Santarlas Holding Company, Inc., that are to be exchanged into shares of Santarlas Global, Inc., are exchanged as provided in the Plan of Merger, and the former holders of the Santarlas Holding Company, Inc. shares 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 Merger shall be executed via a "Share Exchange", whereby one hundred percent (100%) of all shares of Santarlas Holding Company, Inc., totaling 100 shares shall be acquired in exchange for a total of 2003.72 shares of corporate stock of Santarlas Global, Inc. This transaction shall not involve cash or any other types of compensation for the conversion of the merged corporation's shares.

Santarlas Global, Inc. will offer a total of 2003.72 shares of corporate stock for the Merger, at price of \$414.12 per share to Santarlas Holding Company, Inc. Santarlas Holding Company, Inc. shall receive a share price of \$8297.80 per share for its entire corporate stock of 100 shares.

Fifth: Amendments to the Articles of Incorporation of the surviving corporation, Santarlas Global, Inc., are attached.

Articles of Amendment
to
Articles of Incorporation
of

Santarlas Global, Inc.

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2016 AUG -4 PM 12: 42

P16000041857 (Name of Corporation as currently filed with the Florida Dept. of State)

(Document Number of Corporation (if known))

Pursuant to the provisions of section 607.1006, Florida Statutes, this *Florida Profit Corporation* adopts the following amendment(s) to its Articles of Incorporation:

A. If amending name, enter the new name of the corporation:

N/A
The new name must be distinguishable and contain the word "corporation," "company," or "incorporated" or the abbreviation "Corp.," "Inc.," or "Co.," or the designation "Corp.," "Inc.," or "Co.". A professional corporation name must contain the word "chartered," "professional association," or the abbreviation "P.A."

N/A

B. Enter new principal office address, if applicable:

(Principal office address **MUST BE A STREET ADDRESS**)

N/A

C. Enter new mailing address, if applicable:

(Mailing address **MAY BE A POST OFFICE BOX**)

D. If amending the registered agent and/or registered office address in Florida, enter the name of the new registered agent and/or the new registered office address:

N/A

Name of New Registered Agent

(Florida street address)

New Registered Office Address: _____, Florida _____
(City) (Zip Code)

New Registered Agent's Signature, if changing Registered Agent:

I hereby accept the appointment as registered agent. I am familiar with and accept the obligations of the position.

Signature of New Registered Agent, if changing

If amending the Officers and/or Directors, enter the title and name of each officer/director being removed and title, name, and address of each Officer and/or Director being added:

(Attach additional sheets, if necessary)

Please note the officer/director title by the first letter of the office title:

P = President; V= Vice President; T= Treasurer; S= Secretary; D= Director; TR= Trustee; C = Chairman or Clerk; CEO = Chief Executive Officer; CFO = Chief Financial Officer. If an officer/director holds more than one title, list the first letter of each office held. President, Treasurer, Director would be PTD.

Changes should be noted in the following manner. Currently John Doe is listed as the PST and Mike Jones is listed as the V. There is a change, Mike Jones leaves the corporation, Sally Smith is named the V and S. These should be noted as John Doe, PT as a Change, Mike Jones, V as Remove, and Sally Smith, SV as an Add.

Example:

X Change PT John Doe

X Remove V Mike Jones

X Add SV Sally Smith

Type of Action (Check One)	Title	Name	Address
		N/A	
1) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
			N/A
2) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
3) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
4) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
	N/A		
5) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____
6) <input type="checkbox"/> Change	_____	_____	_____
<input type="checkbox"/> Add			_____
<input type="checkbox"/> Remove			_____

E. If amending or adding additional Articles, enter change(s) here:

(Attach additional sheets, if necessary). (Be specific)

- The corporation has increased the number of authorized shares from 1000 to 3229, by adding 2229 authorized shares.

F. If an amendment provides for an exchange, reclassification, or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself:

(if not applicable, indicate N/A)

N/A

The date of each amendment(s) adoption: _____
date this document was signed.

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Effective date if applicable: _____

(no more than 90 days after amendment file date)

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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.

Adoption of Amendment(s)

(CHECK ONE)

☒ The amendment(s) was/were adopted by the shareholders. The number of votes cast for the amendment(s) by the shareholders was/were sufficient for approval.

☐ The amendment(s) was/were approved by the shareholders through voting groups. The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval

by _____."
(voting group)

☐ The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

☐ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Dated July 29, 2016

Signature Thomas E Santarlas

(By a director, president or other officer – if directors or officers have not been selected, by an incorporator – if in the hands of a receiver, trustee, or other court appointed fiduciary by that fiduciary)

Thomas E. Santarlas

(Typed or printed name of person signing)

President

(Title of person signing)