

P1600006382

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

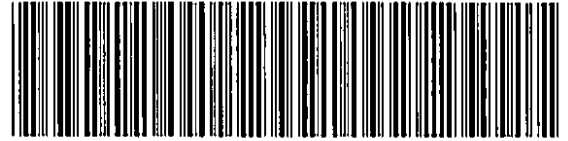
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700322717627

FILED
2019 JAN -2 AM 9:21
SECRETARY OF STATE
TALLAHASSEE, FL

700322717627
01/04/19--01005--002 **70.00

Merger

D. WHITE
JAN 6 7 2019

RECEIVED
19 JAN -2 AM 8:52
J. M. W. T.
DIVISION OF CORPORATE AFFAIRS
TALLAHASSEE, FL 32304

**CORPORATE
ACCESS,
INC.**

When you need ACCESS to the world

70

236 East 6th Avenue, Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

WALK IN

PICK UP: 1/2/19 Glinda

- ☐ **CERTIFIED COPY** _____
- ☒ **PHOTOCOPY** _____
- ☐ **CUS** _____
- ☒ **FILING** **MERGER** _____

1. **ARTEMIS LIFESTYLE SERVICES, INC.**

(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ARTEMIS LIFESTYLE SERVICES, 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:

ROBERT P. SALTSMAN, P.A.

Contact Person

ROBERT P. SALTSMAN, P.A.

Firm/Company

P.O. BOX 2146

Address

WINTER PARK, FL 32790

City/State and Zip Code

JUDY@SALTSMANPA.COM

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

For further information concerning this matter, please call:

ROBERT P. SALTSMAN, P.A.

At (407) 647-2899

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 4, 2019

CORPORATE ACCESS INC
WALK IN
TALLAHASSEE, FL

SUBJECT: ARTEMIS LIFESTYLE SERVICES, INC.
Ref. Number: P16000063282

We have received your document for ARTEMIS LIFESTYLE SERVICES, INC. and the authorization to debit your account in the amount of \$70.00. However, the document has not been filed and is being returned for the following:

The plan of merger must be included in the merger document.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 419A00000197

RECEIVED
19 JAN -4 PM 4:48

Corrected

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ARTEMIS LIFESTYLE SERVICES, 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:

ROBERT P. SALTSMAN, P.A.

Contact Person

ROBERT P. SALTSMAN, P.A.

Firm/Company

P.O. BOX 2146

Address

WINTER PARK, FL 32790

City/State and Zip Code

JUDY@SALTSMANPA.COM

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

For further information concerning this matter, please call:

ROBERT P. SALTSMAN, P.A.

Name of Contact Person

At (407) 647-2899

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

FILED

ARTICLES OF MERGER OF 2019 JAN -2 AM 9: 27
AEGIS COMMUNITY MANAGEMENT SOLUTIONS, INC.
WITH AND INTO SECRETARY OF STATE
ARTEMIS LIFESTYLE SERVICES, INC. TALLAHASSEE, FL

The following **ARTICLES OF MERGER** by and between **AEGIS COMMUNITY MANAGEMENT SOLUTIONS, INC.** a Florida corporation, and **ARTEMIS LIFESTYLE SERVICES, INC.**, a Florida corporation, are being submitted in accordance with Florida Statutes Section 607.1109 of the Florida Business Corporation Act, as amended. (the "Act").

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the entity being merged is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
AEGIS COMMUNITY MANAGEMENT SOLUTIONS, INC. 8390 Champions Gate Blvd., Suite 304 Champions Gate, FL 32896	Florida	Corporation

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving entity is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
ARTEMIS LIFESTYLE SERVICES, INC. 1631 E. Vine Street, Suite 300 Kissimmee, FL 34744	Florida	Corporation

Florida Document No: P16000063282 FEIN: 81-3450405

THIRD: The Agreement and Plan of Merger dated December 20, 2018 ("Plan of Merger"), a copy of which is attached hereto as Exhibit A and incorporated by reference as if fully set forth herein, meets the requirements of Section 607.1101 of the Act.

FOURTH: The Plan of Merger was unanimously approved and adopted by the Shareholders of **AEGIS COMMUNITY MANAGEMENT SOLUTIONS, INC.**, the merging corporation, on December 20, 2018, by that certain Agreement and Plan of Merger of even date herewith.

FIFTH: The Plan of Merger was unanimously approved and adopted by the Shareholders of **ARTEMIS LIFESTYLE SERVICES, INC.**, the surviving corporation, on December 20, 2018, by certain Agreement and Plan of Merger of even date herewith.

SIXTH: The merger is permitted under the laws of the State of Florida and is not prohibited by any agreement of any party to the merger.

SEVENTH: Pursuant to and in compliance with Section 607.1023 of the Act, the date and time of the effectiveness of the merger shall be on December 31, 2018, at 8:00 A.M., EST.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by an authorized person this December 20, 2018.

**AEGIS COMMUNITY MANAGEMENT
SOLUTIONS, INC.,** a Florida corporation

By: 
DAVID L. BURMAN, President

ARTEMIS LIFESTYLE SERVICES, INC.,
a Florida corporation

By: 
DOMINGO SANCHEZ, President

**AGREEMENT AND PLAN OF MERGER OF
AEGIS COMMUNITY MANAGEMENT SOLUTIONS, INC.
INTO
ARTEMIS LIFESTYLE SERVICES, INC.**

THIS AGREEMENT AND PLAN OF MERGER, dated this 20th day of December, 2018, made by and among **AEGIS COMMUNITY MANAGEMENT SOLUTIONS, INC.**, a Florida corporation ("AEGIS") and **ARTEMIS LIFESTYLE SERVICES, INC.**, a Florida corporation ("ARTEMIS").

WITNESSETH:

WHEREAS, AEGIS desires to merge with and into ARTEMIS, with ARTEMIS being the surviving entity (the "Merger"), upon the terms, and subject to the conditions herein, set forth in this Plan of Merger (the "Plan") and in accordance with Florida Statutes Section 607.1101 of the Florida Business Corporation Act, as amended, (the "Act"); and

WHEREAS, the President of ARTEMIS has determined that it is advisable that AEGIS be merged into ARTEMIS, on the terms and conditions set forth, in this Plan of Merger, and in accordance with Section 607.1101 of the Act.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

**ARTICLE I
EFFECTIVE DATE; MERGER; ADOPTION AND APPROVAL**

1. The term "Effective Date" shall mean the date of December 31, 2018, at 8:00 A.M., EST.

2. On the Effective Date, AEGIS shall be merged with and into ARTEMIS. The separate existence of AEGIS shall cease at the Effective Date and the existence of ARTEMIS shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the law of the State of Florida.

3. The Plan of Merger has been approved and adopted by the Shareholders of AEGIS in accordance with the applicable provisions of Section 607.1103 of the Act and consented to by the Shareholders on December 20, 2018. The Shareholders have waived notice of the merger by their signatures below.

4. The Plan of Merger has been approved and adopted by the Shareholders of ARTEMIS in accordance with Section 607.1103 of the Act. The Shareholders consented to the merger on December 20, 2018, and waived notice thereof by their signatures below.

ARTICLE II
EFFECTS OF THE MERGER

At and after the merger, ARTEMIS shall possess all of the rights, privileges, immunities and franchises of a public and private nature of the merging AEGIS; any and all property, real, personal and mixed, and any and all debts due of the merged AEGIS on whatever account, and all other choses in action, and all and every other interest of the merged AEGIS shall be taken and transferred to and vested in the surviving ARTEMIS without further act or deed; and the title to any real estate, or any interest therein, vested in the merging AEGIS shall not prevent or be in any way impaired by reason of the merger, all as more particularly set forth in and pursuant to Section 607.1101 of the Act.

ARTICLE III
**TERMS OF THE TRANSACTION;
CONVERSION OF AND PAYMENT FOR SHARES**

The manner and basis of converting shares of AEGIS's stock certificates into Shares of ARTEMIS stock certificates shall be as follows:

Stock certificates of ARTEMIS shall be issued in to the Shareholders of AEGIS in the amount of _____ Shares representing Forty Percent (40%) of the total issued and outstanding Shares of ARTEMIS, subject to adjustment under the terms and conditions of the ARTEMIS Shareholders' Agreement ("AEGIS Shares"). Each stock certificate representing Shares of said merged AEGIS shall be canceled of record and exchanged for the AEGIS Shares representing an issued stock certificate of the surviving ARTEMIS.

As soon as possible after the Effective Date, a letter of transmittal providing instructions for surrendering certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the Shareholders of AEGIS.

ARTICLE IV
DISSENTERS' RIGHTS

Shareholders of AEGIS who would be entitled to vote on the Merger and who wish to dissent thereto, are entitled, if the Shareholder complies with the provisions of the Act regarding the rights of dissenting Shareholders, to be paid the fair value of such Shareholder's shares.

ARTICLE V
ASSIGNMENT

If at any time ARTEMIS shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in ARTEMIS the title to any property or rights of AEGIS, or to otherwise carry out the provisions hereof, the President of AEGIS as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or conform title to such property or rights in ARTEMIS, and the President of ARTEMIS is fully

authorized in the name and on behalf of AEGIS or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

ARTICLE VI **EXPENSES**

ARTEMIS shall pay all expenses of accomplishing the Merger.

ARTICLE VII **ARTICLES OF ORGANIZATION**

The Articles of Incorporation of ARTEMIS, are in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect as the Articles of Incorporation of ARTEMIS surviving this merger without change or amendment until further amended in accordance with the provisions thereof and applicable laws. The President of ARTEMIS surviving this merger shall be the same upon the Merger as he is for said corporation immediately prior thereto. A Shareholders' Agreement of the surviving ARTEMIS shall be executed the date of this Merger, and shall be the Shareholders' Agreement of ARTEMIS, as the corporation.

ARTICLE VIII **MANAGEMENT**

Management of ARTEMIS is vested in its President and Vice President, and the name and address of the President and Vice President are as set forth below.

President
Domingo Sanchez
1631 E. Vine Street, Suite 300
Kissimmee, FL 34744

Vice President
David L. Burman
1631 E. Vine Street, Suite 300
Kissimmee, FL 34744

ARTICLE IX **AMENDMENT**

At any time before the filing with the Florida Department of State of Florida of the Articles of Merger to be filed in connection herewith, the President of ARTEMIS may amend this Plan. If the Articles of Merger have already been filed, amended Articles of Merger shall be filed with the Department of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE X **TERMINATION**

If for any reason consummation of the Merger is inadvisable in the opinion of the President of ARTEMIS, this Plan may be terminated at any time before the Effective Date by resolution of the President of ARTEMIS. Upon termination as provided herein, this Plan shall be

void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of ARTEMIS or AEGIS, or their directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the parties have set their hands this 20th day of December 2018.

**AEGIS COMMUNITY MANAGEMENT
SOLUTIONS, INC.**, a Florida corporation

By: 
DAVID L. BURMAN, President

ARTEMIS LIFESTYLE SERVICES, INC.,
a Florida corporation

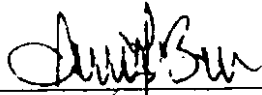
By: 
DOMINGO SANCHEZ, President

CONSENT AND WAIVER OF NOTICE OF SHAREHOLDERS

The undersigned Shareholders of AEGIS hereby consent to and acknowledge this Agreement and Plan of Merger and waive notice thereof.

"Shareholder"

**AEGIS COMMUNITY MANAGEMENT
SOLUTIONS, INC.,** a Florida corporation



DAVID L. BURMAN

CONSENT AND WAIVER OF NOTICE OF SHAREHOLDERS

The undersigned Shareholders of ARTEMIS hereby consent to and acknowledge this Agreement and Plan of Merger and waive notice thereof.

"Shareholder"

ARTEMIS LIFESTYLE SERVICES, INC.,
a Florida corporation



DOMINGO SANCHEZ