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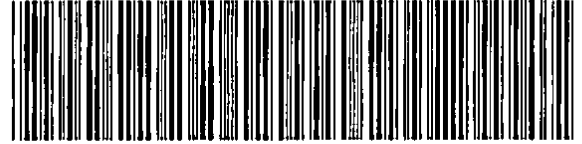
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MERGER

2008 AUG 19 PM 4:43
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

1. **TITAN HOA MANAGEMENT, LLC**

(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 Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

LORI DANN

Contact Person

ARTEMIS LIFESTYLE SERVICES, INC.

Firm/Company

1631 E VINE STREET, SUITE 300

Address

KISSIMMEE, FL 34744

City, State and Zip Code

ldann@artemislifestyles.com

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

For further information concerning this matter, please call:

LORI DANN

at (407)

705-2190 ext. 178

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

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

CR2E080 (2/14)

2008 AUG 19 PM 4:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER OF
TITAN HOA MANAGEMENT, LLC
WITH AND INTO
ARTEMIS LIFESTYLE SERVICES, INC.**

2019 AUG 19 PM 4:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following **ARTICLES OF MERGER** by and between **TITAN HOA MANAGEMENT, LLC**, a Florida limited liability company, 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>
TITAN HOA MANAGEMENT, LLC 1631 E. Vine Street, Suite 300 Kissimmee, FL 34744	Florida	Limited Liability Company

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
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THIRD: The Agreement and Plan of Merger dated July 1, 2019 ("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 Members of **TITAN HOA MANAGEMENT, LLC**, the merging entity, on July 1, 2019, 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 July 1, 2019, 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 the date of filing.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by an authorized person this July 1, 2019.

TITAN HOA MANAGEMENT, LLC
a Florida limited liability company

By: 
DOMINGO SANCHEZ, Manager

ARTEMIS LIFESTYLE SERVICES, INC.,
a Florida corporation

By: 
DOMINGO SANCHEZ, President

**AGREEMENT AND PLAN OF MERGER OF
TITAN HOA MANAGEMENT, LLC INTO
ARTEMIS LIFESTYLE SERVICES, INC.**

THIS AGREEMENT AND PLAN OF MERGER, dated this 1st day of July 2019, made by and among **TITAN HOA MANAGEMENT, LLC**, a Florida limited liability company ("TITAN") and **ARTEMIS LIFESTYLE SERVICES, INC.**, a Florida corporation ("ARTEMIS").

WITNESSETH:

WHEREAS, TITAN 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 TITAN 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 filing.
2. On the Effective Date, TITAN shall be merged with and into ARTEMIS. The separate existence of TITAN 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 Members of TITAN in accordance with the applicable provisions of Section 607.1103 of the Act and consented to by the Members on July 1, 2019. The Members 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 July 1, 2019, 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 TITAN; any and all property, real, personal and mixed, and any and all debts due of the merged TITAN on whatever account, and all other choses in action, and all and every other interest of the merged TITAN 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 TITAN 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 TITAN's unit certificates into Shares of ARTEMIS stock certificates shall be as follows:

TITAN's membership units are 100% owned by ARTEMIS, so there is no consideration or exchange of shares to Titan. This Merger is only for the convenience of combining the entities in the Merger. TITAN member units are hereby cancelled in the transaction.

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 Members of TITAN.

ARTICLE IV
DISSENTERS' RIGHTS

Members of TITAN who would be entitled to vote on the Merger and who wish to dissent thereto, are entitled, if the Member complies with the provisions of the Act regarding the rights of dissenting Members, to be paid the fair value of such Member's units.

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 TITAN, or to otherwise carry out the provisions hereof, the Manager of TITAN 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 TITAN 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.

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 TITAN, or their directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the parties have set their hands this 1st day of July 2019.

TITAN HOA MANAGEMENT, LLC
a Florida limited liability company

By: 
DOMINGO SANCHEZ, Manager

ARTEMIS LIFESTYLE SERVICES, INC.,
a Florida corporation

By: 
DOMINGO SANCHEZ, President

CONSENT AND WAIVER OF NOTICE OF SHAREHOLDERS

The undersigned Members of TITAN HOA MANAGEMENT, LLC hereby consent to and acknowledge this Agreement and Plan of Merger and waive notice thereof.

"Member"

ARTEMIS LIFESTYLE SERVICES, INC.,
a Florida corporation



DOMINGO SANCHEZ, President

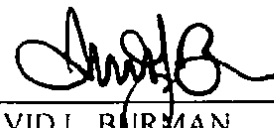
CONSENT AND WAIVER OF NOTICE OF SHAREHOLDERS

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

"Shareholders"



DOMINGO SANCHEZ



DAVID L. BURMAN