

P17000026560

(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



600297133556

04/26/17--01035--021 **70.00

FILED

17 APR 26 PM 12:54

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

*not e/f
1/2 Jan*

KATZ BARRON
ATTORNEYS AT LAW

MIAMI
2699 S. BAYSHORE DRIVE
SEVENTH FLOOR
MIAMI, FL 33133-S408

305-856-2444
305-285-9227 FAX

www.katzbarron.com

April 20, 2017

Amendment Section
Division of Corporations
ATTN: Ms. Carol Mustain
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Merger of Publicidad Siboney Florida Corporation

Dear Carol,

Thank you for taking the time to speak with me on Thursday April 20, 2017 regarding the merger of the above referenced entity. To that end, I have enclosed a check for \$70 payable to the Florida Department of State and Articles of Merger, which include the Plan of Merger. Please note, the Plan of Merger calls for the name of the Florida entity (Publicidad Siboney Florida Corporation) to be changed to Publicidad Siboney Corporation as a result of the merger.

Please direct any correspondence regarding this matter to me at the address above or by email (adam@katzbarron.com).

Thank you in advance for your assistance.

KATZ BARRON



FOR THE FIRM
AS/
Enclosures

ARTICLES OF MERGER

(Profit Corporations)

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)
Publicidad Siboney Florida Corporation	Florida	P17000026560

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Publicidad Siboney Corporation	New York	F93000000982

FILED
17 APR 26 PM 12:54
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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 05 01 2017 (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 5/1/2017.

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 5/1/2017.

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)

AGREEMENT AND PLAN OF MERGER

PUBLICIDAD SIBONEY CORPORATION ("Siboney NY"), a New York corporation, and **PUBLICIDAD SIBONEY FLORIDA CORPORATION** ("Siboney FL"), a Florida corporation, enter into this Agreement and Plan of Merger to be effective on the 1st day of May, 2017.

RECITAL

The Board of Directors of Siboney NY and Siboney FL deem it advisable and in the best interest of said corporations that Siboney NY merges with and into Siboney FL.

NOW, THEREFORE, in consideration of the premises, and the mutual covenants and agreements herein contained, it is hereby agreed by and between the parties hereto that the Siboney NY shall be merged into Siboney FL in accordance with the applicable provisions of the Florida Business Corporation Act, and the New York Business Corporation Laws and upon the following terms and conditions:

TERMS

1. **Merger.** In accordance with the laws and applicable provisions of the laws of the State of Florida and the State of New York, Siboney NY (the "merging company") shall merge into and become a part of Siboney FL (the "Surviving Corporation"). Upon the effective date of the Merger, the separate corporate existence of Siboney NY shall cease. The effective date for the transaction contemplated hereunder shall be on May 1, 2017.

2. **Changes to Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation shall be the Articles of Incorporation of the Surviving Corporation.

3. **Changes to By-Laws.** The By-Laws of the Surviving Corporation shall be the By-Laws of the Surviving Corporation.

4. **Change to Entity Name.** The name of the Surviving Corporation shall be changed from Publicidad Siboney Florida Corporation to Publicidad Siboney Corporation.

5. **Changes to Directors and Officers.** The Directors and Officers of the Surviving Corporation shall be the current Directors and Officers of the Surviving Corporation, until their successors are duly elected and qualified.

6. **Representations and Warranties.**

(a) Siboney NY represents and warrants as follows:

(1) Organization and Good Standing. Siboney NY is a corporation duly organized, validly existing and in good standing under the laws of New York and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Agreement and Plan of Merger by Siboney NY have been duly and validly authorized and approved by all necessary corporate action.

(b) Siboney FL represents and warrants as follows:

(1) Organization and Good Standing. Siboney FL is a corporation duly organized, validly existing and in good standing under the laws of Florida and has the corporate power to carry on its business as it is now being conducted.

(2) Authorization. The execution, delivery and performance of this Agreement and Plan of Merger by Siboney FL have been duly and validly authorized and approved by all necessary corporate action.

7. **Effects of Merger.** The Merger shall have the effect provided therefor by Florida and New York law. As of the effective date of the Merger, Siboney FL shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, immunities, powers and

franchises both of a public and private nature, and be subject to all the restrictions, disabilities and duties of Siboney NY; and all the property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due Siboney NY, shall be deemed to be transferred to and vested in Siboney FL without further act or deed, and the title to any property or any interest therein, vested in Siboney NY, shall not revert to or be in any way impaired by reason of the Merger.

Siboney FL shall be responsible and liable for all the liabilities and obligations of Siboney NY; and any claims existing by or against Siboney NY may be prosecuted to judgment as if the Merger had not occurred, or Siboney FL may be substituted in the place of Siboney NY. The rights of any creditors of Siboney NY shall not be impaired by the Merger. Siboney FL shall execute and deliver any and all documents which may be required for it to assume or otherwise comply with any outstanding obligations of Siboney NY.

8. Share Issuance. Upon the effective date of the Merger, all of the 7000 outstanding shares of voting common stock of Siboney NY shall be surrendered and canceled and the shareholders of Siboney NY shall receive 7000 shares of voting common stock of Siboney FL. Each shareholder's proprietary ownership in the shares of Siboney NY immediately before the Merger will be identical to the shareholder's proprietary ownership in the shares of Siboney FL immediately after the Merger.

9. Further Assurances. If at any time Siboney FL shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest or to protect or confirm of record in Siboney FL the title to any property or rights of Siboney NY or to otherwise carry out the provisions hereof, the proper officers and directors of Siboney NY, as of the effective date of the Merger, shall execute and deliver any and all proper assignments and

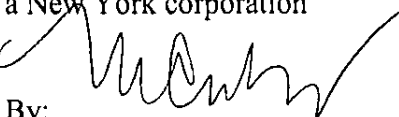
assurances in law, and do all things necessary and proper to vest, perfect or confirm title to such property or rights in Siboney FL and to otherwise carry out the provisions hereof.

10. Abandonment or Amendment. At any time prior to the filing of the Articles of Merger with the State of Florida, Office of the Secretary of State, the proposed Merger may be abandoned by the parties pursuant to this provision or amended by the action of the parties pursuant to this provision.

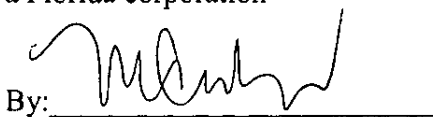
11. Approval of Boards of Director and Shareholder. This Agreement and Plan of Merger has been approved by, and the execution and delivery thereof authorized by, the shareholder and the Board of Director of each of Siboney NY and Siboney FL.

12. Costs. All costs in connection with this Agreement and Plan of Merger will be paid by the Surviving Corporation.

PUBLICIDAD SIBONEY CORPORATION,
a New York corporation

By: 
Mercedes Cubas, CEO

PUBLICIDAD SIBONEY FLORIDA CORPORATION,
a Florida corporation

By: 
Mercedes Cubas, President

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director _____

Typed or Printed Name of Individual & Title

Publicidad Siboney Corporation

Director

Mercedes Cubas, CEO

Publicidad Siboney Florida

Melvin

Mercedes Cubas, President

Corporation

0 0.5 1 1.5 2 2.5 3 3.5 4 4.5 5 5.5 6 6.5 7 7.5 8 8.5 9 9.5 10
