





FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 13, 2017

MIMI BARED  
BARED AND ASSOCIATES, PA  
201 ALHAMBRA CIRCLE SUITE 601  
CORAL GABLES, FL 33134

SUBJECT: MUR'S PROPERTY MANAGEMENT CORP.  
Ref. Number: P17000044588

We have received your document for MUR'S PROPERTY MANAGEMENT CORP. and check(s) totaling \$43.75. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The capacity of the person signing the document must be typed or printed beneath or opposite the signature.

The articles of merger must contain the provisions of the plan of merger or the plan of merger must be attached.

Bylaws are not filed with this office. Please retain them for your records.

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.

Susan Tallent  
Regulatory Specialist II

Letter Number: 417A00011997

Rec'd  
6/23/17

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Mur's Property Management Corp.  
\_\_\_\_\_  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Mimi Bared

\_\_\_\_\_  
Contact Person

Bared and Associates, PA

\_\_\_\_\_  
Firm/Company

201 Alhambra Circle Suite 601

\_\_\_\_\_  
Address

Coral Gables, FL. 33134

\_\_\_\_\_  
City/State and Zip Code

mimi@baredlaw.com

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

For further information concerning this matter, please call:

Mimi Bared

\_\_\_\_\_  
Name of Contact Person

At ( 305 )

666-6010

\_\_\_\_\_  
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)

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)
Mur's Property Management Corp.	Florida	P17000044588

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Mur Property Management Corp.	Florida	P05000159725

**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.

17 JUN 23 PM 3:33  
 SECRETARY OF STATE  
 TALLAHASSEE FLORIDA

FILED

**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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the surviving corporation on  
 May 23, 2017 \_\_\_\_\_ 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 \_\_\_\_\_.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on  
 May 23, 2017 \_\_\_\_\_ and shareholder approval was not required.

*(Attach additional sheets if necessary)*



**PLAN OF MERGER**  
**(Non Subsidiaries)**

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</u>	<u>Jurisdiction</u>
Mur's Property Management Corp.	Florida
_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>
Mur Property Management Corp.	Florida
_____	_____
_____	_____
_____	_____
_____	_____

**Third:** The terms and conditions of the merger are as follows:

\* Please see attached Agreement of Merger for information.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

\*Please see attached Agreement of Merger for information.

*(Attach additional sheets if necessary)*

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

OR

Restated articles are attached:

\*

Other provisions relating to the merger are as follows:

\*

**AGREEMENT OF MERGER**

**MERGER OF MUR PROPERTY MANAGEMENT CORP., A FLORIDA CORPORATION  
INTO  
MUR'S PROPERTY MANAGEMENT CORP., A FLORIDA CORPORATION**

THIS AGREEMENT is made and entered into on this 24 day of May 2017 by and between MUR PROPERTY MANAGEMENT CORP., a Florida Corporation and MUR'S PROPERTY MANAGEMENT CORP., a Florida Corporation, said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

WHEREAS, the respective Board of Directors of the Constituent Corporations deem it advisable that MUR PROPERTY MANAGEMENT CORP., be merged into MUR'S PROPERTY MANAGEMENT CORP., "the surviving corporation" under the laws of Florida in the manner provided therefore pursuant to laws of Florida;

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed and do hereby agree, to merge upon the terms and conditions below state.

**AGREEMENT TO MERGE**

1. The Constituent Corporations hereby agree that the disappearing corporation shall be merged into the surviving corporation.

**NAME OF MERGED CORPORATION**

2. The name of the surviving corporation shall be MUR'S PROPERTY MANAGEMENT CORP.,

**POST OFFICE ADDRESS OF SURVIVING CORPORATION**

3. Post Office address of the surviving corporation is to be: 201 Alhambra Circle, Suite 601, Coral Gables, FL. 33134.

**PURPOSES OF SURVIVING CORPORATION**

4. The purposes of the surviving corporation are to engage in any lawful business, act or activity for which corporations may be formed under the laws of Florida.

**AUTHORIZE SHARE OF SURVIVING CORPORATION**

5. The present composition of the disappearing Corporation is Common Stock shares to its shareholder(s) of which the shareholder(s) will be issued shares of the surviving Company corporation equivalent to the Stock Ownership Interest in the disappearing Company presently held

by such stockholders. The present number of shares which the surviving corporation is authorized to issue is 100 shares of \$1.00 par value common stock. The total number of shares of capital stock which may be issued by the surviving corporation from and after the effective date of this merger is 100 shares of common stock having \$1.00 par value.

### **FIRST DIRECTORS**

6. The present Directors of the surviving corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

### **RESIDENT AGENT OF CORPORATION**

7. Pablo Bared, Esq., of Bared & Associates, P.A. of 201 Alhambra Circle, Suite 601, Coral Gables, FL 33134 shall be and is hereby appointed as Registered Agent for the corporation upon whom service, process, tax notices and demands against said MUR'S PROPERTY MANAGEMENT CORP., or heir of the said Constituent Corporations may be served.

### **MODE OF EFFECTING MERGER**

8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows;

9. Each stockholder of the disappearing company shall surrender his certificate or certificates to the surviving corporation during the period beginning on May 22, 2017, being the effective date of this agreement, and ending on May 23, 2017, upon surrender to the corporation of the respective stockholder certificate (s) for common stock of the disappearing corporation, it shall be issued to the respective shareholders hereof, and substitution therefore, certificates for fully paid and non assessable common stock of the surviving corporation, in the ratio of 1 to 1 shares of the surviving corporation for stockholder interest of the disappearing corporation, being a total issue of shares of the surviving corporation for the entire number of now issued and outstanding shares of the disappearing corporations; provided, however, that if any holder of shares of the disappearing corporation shall be entitled pursuant to the preceding provisions of this sentence to a fractional share of the surviving corporation, then such fractional share shall not be issued to such holder if such fraction be less than one half (1/2) and if such fractional share shall be one half (1/2) or more, such holder shall be entitled to one (1) hold share in lieu of such fractional share.

### **REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS OF SURVIVING CORPORATIONS:**

### **PULLING OF INTEREST**

10. The assets of disappearing corporation shall be reported in the accounts of the surviving corporation at the book value as of the effective date. The aggregate stated capital surplus, and earn surplus of the Constituent Corporation shall be, respectively, the stated capital, capital surplus, and earn surplus of the surviving corporation. The articles or certificate of

incorporation of MUR PROPERTY MANAGEMENT CORP., are attached hereto and made part hereof as Exhibit "A".

11. The articles of certificate of incorporation of MUR'S PROPERTY MANAGEMENT CORP., the surviving corporation, as herein amended shall continue to be the articles of incorporation of the surviving corporation until amended as provided by law.

12. The bylaws of MUR'S PROPERTY MANAGEMENT CORP., shall be the bylaws of the surviving corporation.

#### **RIGHT OF CORPORATION TO REPURCHASE ITS SHARES**

13. The surviving corporation through its Board of Directors, shall have the right empower to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholder and shareholders desire to sell such shares to the corporation.

#### **EFFECTIVE DATE OF AGREEMENT**

14. This agreement shall become effective on May 23, 2017, in the manner provided by law. The term effective date wherever used in this agreement, shall mean the effective date herein described.

#### **DIRECTORS RIGHT TO ABANDON MERGER**

15. The Board of Directors of each of the Constituent Corporation shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this agreement.

#### **RECORDING**

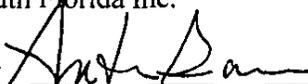
16. This Agreement of Merger shall be recorded in the Public Records of the State of Florida .

#### **EXECUTION**

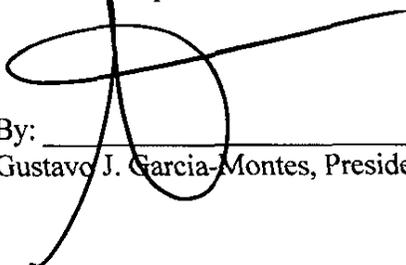
17. In witness whereof, the Constituent Corporation have cause of respective corporate names to be signed hereto, by the respective President and Secretary, thereto dully authorized by the respective Board of Directors and its shareholders as applicable of the Constituent Corporations.

**Signed, sealed and delivered in the presence of:**

MUR'S PROPERTY MANAGEMENT  
CORP.,  
a Florida Corporation  
its Director Consulting Services of  
South Florida Inc.

By:   
Antonio Garcia, President

MUR PROPERTY MANAGEMENT  
CORP.,  
a Florida Corporation

By:   
Gustavo J. Garcia-Montes, President

**CERTIFICATE:**  
(action without a meeting)

WE, MUR PROPERTY MANAGEMENT CORP., a Florida Corporation do hereby  
certify:

1. That pursuant to the provisions of the laws of Florida and the articles and bylaws of  
MUR PROPERTY MANAGEMENT CORP., all of the Stockholder(s) consented in writing on  
May 23, 2017 to the adoption of the foregoing Agreement of Merger.

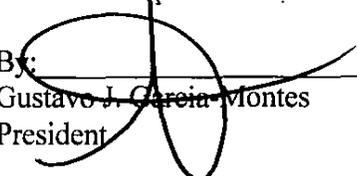
2. That pursuant to the provisions of law of Florida and pursuant to the articles and  
bylaws of MUR PROPERTY MANAGEMENT CORP., the required percentage of the  
stockholder(s) of MUR PROPERTY MANAGEMENT CORP., consented in writing on May 23,  
2017 to the adoption of the foregoing Agreement of Merger and authorize the President of MUR  
PROPERTY MANAGEMENT CORP., to execute said Agreement on its behalf.

IN WITNESS WHEREOF, we have hereon to set our hands and seal this May 23, 2017.

**Signed, sealed and delivered in the presence of:**

  
Witness J. Bared

MUR PROPERTY MANAGEMENT CORP.,  
a Florida Corporation

By:   
Gustavo J. Garcia-Montes  
President

CERTIFICATE:  
(action without a meeting)

I, Antonio Garcia, as President of Consulting Services of South Florida Inc. the Director of MUR'S PROPERTY MANAGEMENT CORP., do hereby certify:

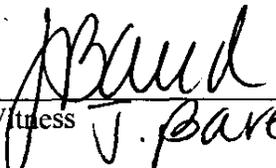
1. That pursuant to the provisions of the laws of Florida and the articles and bylaws of MUR'S PROPERTY MANAGEMENT CORP., all of the Directors of MUR'S PROPERTY MANAGEMENT CORP., consented in writing on May 23, 2017 to the adoption of the foregoing Agreement of Merger.

2. That pursuant to the provisions of laws of Florida and pursuant to the articles and bylaws of MUR'S PROPERTY MANAGEMENT CORP., the required percentage of the stockholders of MUR'S PROPERTY MANAGEMENT CORP., consented in writing on May 23, 2017 to the adoption of the foregoing Agreement of Merger and authorize the Director of MUR'S PROPERTY MANAGEMENT CORP., to execute said Agreement on its behalf.

IN WITNESS WHEREOF, we have hereon to set our hands and seals this May 24, 2017.

**Signed, sealed and deliver in the presence of:**

MUR'S PROPERTY MANAGEMENT CORP.,  
A Florida corporation

  
Witness J. Pared

By:   
Antonio Garcia, President of Consulting Services  
Of South Florida Inc., the Director