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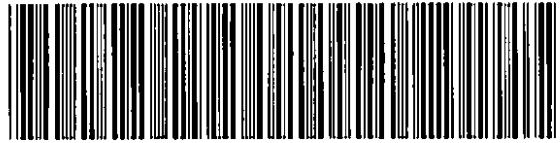
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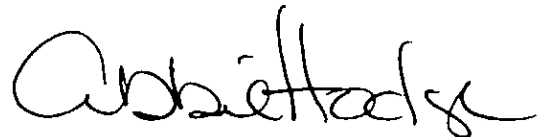
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ARTICLES OF MERGER
of
HIGIA, INC.
(a Florida corporation)
into
HIGIA, INC.
(a Delaware corporation)

2018 JAN 26 PM 12: 01

Pursuant to Sections 607.1108, 607.1107, 607.1105, 607.1104 and other applicable provisions of the Florida Business Corporation Act (the "FBCA"), these Articles of Merger provide as follows:

ARTICLE I
State of Organization; Merging Entities

The name, entity type and state of organization of each of the constituent entities of the merger is as follows:

<u>Name</u>	<u>Entity Type</u>	<u>State of Organization</u>
Higia, Inc. (" <u>Higia FL</u> ")	corporation	Florida
Higia, Inc. (" <u>Higia DE</u> ")	corporation	Delaware

ARTICLE II
Surviving Entity

Higia DE shall be the surviving entity.

ARTICLE III
Plan of Merger

The Plan of Merger providing for the merger of Higia FL and Higia DE is attached hereto as Exhibit "A".

ARTICLE IV
Approval of the Plan of Merger

In accordance with the applicable provisions of the FBCA, the Board of Directors of Higia FL adopted and approved the Plan of Merger on December 26, 2017, and the holders of a majority of the outstanding shares of the common stock of Higia FL have approved and adopted the Plan of Merger by written consent on December 26, 2017, pursuant to Section 607.0704 of the FBCA.

ARTICLE V
Effective Time

These Articles of Merger shall become effective upon the later to occur of both the filing of these Articles of Merger with the Department of State of the State of Florida and the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware.

ARTICLE VI
Surviving Entity's Principal Office Address

The principal office address of the surviving entity shall be:

Higia, Inc.
Fresnos 118
Santa Engracia
66267 San Pedro Garza Garcia
N.L., Mexico

ARTICLE VII
Agent for Service of Process

Higia DE, a Delaware corporation, as the surviving entity, hereby:

- (a) appoints the Secretary of State of the Florida Department of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of Higia FL.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed this 25th day of January, 2018.

HIGIA, INC.

a Florida corporation

By: *Julían Ríos Cantú*

Name: Julián Ríos Cantú

Title: Chief Executive Officer

HIGIA, INC.

a Delaware corporation

By: *Julían Ríos Cantú*

Name: Julián Ríos Cantú

Title: Chief Executive Officer

EXHIBIT A
Plan of Merger

[Attached]

PLAN OF MERGER

of

HIGIA, INC.,
a Florida corporation

into

HIGIA, INC.,
a Delaware corporation

THIS PLAN OF MERGER, dated as of January ___, 2018 (this "Plan of Merger"), is adopted by the undersigned members of the Board of Directors of Higia, Inc., a Florida corporation ("Higia FL"), with reference to the following facts:

A. Higia FL is a corporation organized and existing under the laws of the State of Florida, having been incorporated on July 24, 2017 in accordance with the Florida Business Corporation Act (the "FBCA").

B. Higia FL owns all of the outstanding capital stock of Higia, Inc., a corporation organized and existing under the laws of the State of Delaware ("Higia DE"), having been incorporated on March 6, 2017 in accordance with the Delaware General Corporation Law (the "DGCL").

C. The Board of Directors of Higia FL has determined that the reincorporation of Higia FL under the laws of the State of Delaware (the "Reincorporation") is in the best interests of Higia FL and its shareholders.

D. In order to effect the Reincorporation, the Board of Directors desires to adopt this Plan of Merger in accordance with Section 607.1104 of the FBCA, pursuant to which Higia FL will merge into Higia DE, and Higia DE will be the surviving corporation in such merger (the "Merger").

E. The Board of Directors of Higia DE intends that the Merger qualify as a reorganization within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

I.

THE PARENT AND SUBSIDIARY CORPORATIONS

I.1. The Parent Corporation. Higia FL is the parent corporation in the Merger. Higia FL is a corporation duly organized and existing under the laws of the State of Florida. Higia FL was incorporated under the laws of the State of Florida on July 24, 2017.

I.2. The Subsidiary Corporation. Higia DE is the subsidiary corporation in the Merger. Higia DE is a corporation duly organized and existing under the laws of the State of Delaware. Higia DE was incorporated under the laws of the State of Delaware on March 6, 2017. All of the outstanding capital stock of Higia DE is owned by Higia FL.

II.

MERGER

II.1. The Merger. Subject to the terms and conditions set forth in this Plan of Merger and in accordance with Section 607.1104 of the FBCA and Section 253 of the DGCL, at the Effective Time (as defined hereinafter), Higia FL shall be merged into Higia DE (the "Merger"), the separate existence of Higia FL shall cease and Higia DE shall be the surviving corporation (hereinafter sometimes referred to as the "Surviving Corporation").

II.2. Filing and Effectiveness. Higia FL shall prepare and file: (a) Articles of Merger, in substantially the form attached hereto as Exhibit A (the "Articles of Merger"), with the Department of State of the State of Florida in accordance with Section 607.1104 of the FBCA; and (b) a Certificate of Ownership and Merger, in substantially the form attached hereto as Exhibit B (the "Certificate of Ownership and Merger"), with the Secretary of State of the State of Delaware in accordance with Section 253 of the DGCL. The Merger shall become effective upon the later to occur of both the filing of the Articles of Merger with the Department of State of the State of Florida and the filing of the Certificate of Ownership and Merger with the Secretary of State of the State of Delaware (the "Effective Time").

II.3. Effect of the Merger. At the Effective Time, the Merger shall have the effects set forth in Section 259 of the Delaware General Corporation Law and Section 607.1106 of the Florida Business Corporation Act.

II.4. Certificate of Incorporation; Bylaws. At the Effective Time, the Certificate of Incorporation and Bylaws of Higia DE as in effect immediately prior to the Effective Time shall become the Certificate of Incorporation and Bylaws of the Surviving Corporation.

II.5. Directors and Officers. The directors of Higia DE immediately prior to the Effective Time shall be the directors of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation. The officers of Higia DE immediately prior to the Effective Time shall be the officers of the Surviving Corporation, each to hold office in accordance with the Certificate of Incorporation and Bylaws of the Surviving Corporation.

III.

CONVERSION OF SECURITIES AND EXCHANGE OF CERTIFICATES

III.1. Conversion of Securities. At the Effective Time, by virtue of the Merger and without any action on the part of Higia DE, Higia FL or the holders of any of the following securities:

(a) Conversion Generally. Each share of common stock of Higia FL ("Higia FL Common Stock") issued and outstanding immediately prior to the Effective Time (other than any shares of Higia FL Common Stock to be cancelled pursuant to Section 3.1(b)) shall be automatically converted, subject to this Section 3.1 and Section 3.2, into the right to receive 2.068966 shares of common stock, par value \$0.00001 per share, of Higia DE ("Higia DE Common Stock"). disregarding any fractional shares. At the Effective Time, all such shares of Higia FL Common Stock shall no longer be outstanding and shall automatically cease to exist, and each certificate previously representing any such shares shall thereafter represent only the right to receive the appropriate number of shares of Higia DE Common Stock, as set forth in this Section 3.1(a), and subject to the other provisions of this Section 3.1.

(b) Cancellation of Certain Shares

(i) Each share of Higia FL Common Stock held, immediately prior to the Effective Time, by Higia FL, Higia DE or any of their respective subsidiaries shall be canceled and extinguished without any conversion thereof, and no payment or other consideration shall be made or given with respect thereto.

(ii) Each share of Higia DE Common Stock held, immediately prior to the Effective Time, by Higia FL, or any of its respective subsidiaries shall be canceled and extinguished without any conversion thereof, and no payment or other consideration shall be made or given with respect thereto.

III.2. Exchange of Certificates

(a) Exchange Procedures. The holder of each certificate representing shares of Higia FL Common Stock (as of immediately prior to the Effective Time) (a "Certificate"), upon the surrender of such Certificate to Higia DE, shall be entitled to receive in exchange for such Certificate a certificate representing the number of shares of Higia DE Common Stock into which the shares of Higia FL Common Stock theretofore represented by such Certificate have been converted pursuant to Section 3.1(a), and such Certificate shall forthwith thereafter be cancelled. Each Certificate shall be deemed at all times from and after the Effective Time to represent only the right to receive, upon exchange as contemplated in this Section 3.2, the appropriate number of shares of Higia DE Common Stock into which the shares of Higia FL Common Stock formerly represented by such Certificate were converted in the Merger.

(b) Lost Certificates. If any Certificate shall have been lost, stolen or destroyed, person claiming such Certificate to be lost, stolen or destroyed shall be

required to make an affidavit of that fact and agree to indemnify Higia DE for any losses and/or expenses that may be incurred as a result of such lost, stolen or destroyed Certificate.

III.3. Share Transfer Books. At the Effective Time, the share transfer books of Higia FL shall be closed, and, thereafter, there shall be no further registration of transfers of shares of Higia FL Common Stock theretofore outstanding on the records of Higia FL. From and after the Effective Time, the holders of certificates representing shares of Higia FL Common Stock outstanding immediately prior to the Effective Time shall cease to have any rights with respect to such shares, except as otherwise provided herein or by applicable laws.

III.4. Notice to Shareholders of Higia DE. In accordance with Section 607.1104 of the FBCA, shareholders of Higia DE are hereby notified that they may be entitled, if they comply with the provisions of the FBCA regarding appraisal rights, to be paid the fair value of their shares of Higia DE Common Stock.

IV.

MISCELLANEOUS

IV.1. Termination. This Plan or Merger may be terminated and the Merger may be abandoned at any time prior to the Effective Date, whether before or after shareholder approval of this Plan of Merger, by the consent of the Board of Directors of Higia FL.

IV.2. Counterparts. This Plan of Merger may be executed in two or more counterparts, each of which shall be deemed to be an original, but all of which together shall constitute one instrument.

IV.3. Governing Law. This Plan of Merger shall be governed by the internal laws of the State of Florida.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the undersigned directors of Higia FL have executed this Plan of Merger on the respective dates set forth below.

Julían Ríos Cantú

Julían Ríos Cantú

Date: 01 / 23 / 2018

Raymundo González

Raymundo González

Date: 01/24/2018

Antonio Torres

José Antonio Torres

Date: 01/24/2018

Antonio Rallo

Antonio Rallo

Date: 01/23/2018

Isaac Lekach

Isaac Lekach

Date: 01/24/2018