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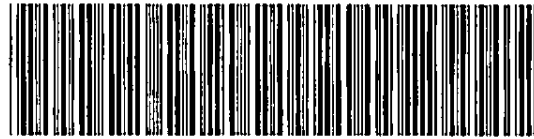
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SECRETARY OF STATE
TREASURY DEPARTMENT

Merger

SEP 21 2017

R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SERGE INVESTMENTS OF FLORIDA, INC., a Florida corporation
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Nelson C. Keshen, Esquire

Contact Person

Firm/Company

9155 South Dadeland Blvd., Suite 1718

Address

Miami, Florida 33156

City/State and Zip Code

nelson@keshenlaw.com

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

For further information concerning this matter, please call:

Nelson C. Keshen, Esquire

Name of Contact Person

At (305) 670-7010

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

SERGE INVESTMENTS OF FLORIDA, INC., a Florida corporation, ("SERGE FLORIDA") and **SERGE INVESTMENTS N.V.**, an Aruba corporation, ("SERGE ARUBA") qualified to do business in Florida as Serge Investments N.V., Inc., which corporations together are referred to as the "Constituent Corporations" hereby cause these Articles of Merger to be filed.

RECITALS

- A. SERGE FLORIDA is a Florida corporation and SERGE ARUBA is an Aruba corporation.
- B. The respective Boards of Directors of each Corporation and the sole shareholder of each Corporation have unanimously approved the Plan of Merger.

ARTICLE ONE PLAN OF MERGER

1. The Merger

At the effective time of the merger, the separate existence of SERGE ARUBA shall cease and SERGE ARUBA shall be merged into SERGE FLORIDA which shall continue its existence and be the corporation surviving the merger (the "Surviving Corporation"). Consummation of this Agreement shall be effected by the filing thereof with the Secretary of State of Florida. The effective date of this merger shall be the date of the filing of the Articles of Merger with the Secretary of State of Florida.

2. Governing Laws

The laws that are to govern the Surviving Corporation are the laws of the State of Florida.

3. Articles of Incorporation and Bylaws

The Articles of Incorporation of SERGE FLORIDA at the effective time of the merger shall become and continue to be the Articles of Incorporation of the Surviving Corporation until changed as provided by law.

The Bylaws of SERGE FLORIDA at the effective time of the merger shall become and continue to be the Articles of Incorporation of the Surviving Corporation until altered or amended.

4. Name of the Surviving Corporation

The name of the Surviving Corporation shall be SERGE INVESTMENTS OF FLORIDA, INC.

5. Directors and Officers

The Directors and Officers of SERGE FLORIDA at the effective time of the merger shall become and continue to be the directors and officers of the Surviving Corporation until their successors are chosen and assume office.

6. Annual Meeting of Stockholders

The first annual meeting of stockholders of the Surviving Corporation after the effective time of the merger shall be the next annual meeting provided by the Bylaws of the Surviving Corporation.

7. Terms of Conversion of Shares and Cancellation of SERGE ARUBA Shares

Each share of SERGE ARUBA common stock issued and outstanding on the effective date of the merger shall represent one share of the common stock of SERGE FLORIDA. The shares of SERGE ARUBA shall be delivered to SERGE FLORIDA and new stock certificates will be issued to the shareholders of SERGE ARUBA and the old certificates shall be cancelled.

8. Rights and Liabilities of the Constituent Corporations

At the effective time of the merger, the Surviving Corporation shall succeed to, without other transfer, and shall possess and enjoy, all the rights, privileges, powers, and franchises both of a public and private nature, and be subject to all the restrictions, disabilities, and duties of each of the Constituent Corporations; and all rights, privileges, powers, and franchises of each of the Constituent Corporations and all property, real personal, and mixed, and all debts and obligations due to either of said Constituent Corporations on whatever account and for whatever reason shall be belong to and vest in the Surviving Corporation; and all property, rights, privileges, powers, franchises, and interests shall be thereafter effectually the property of the Surviving Corporation as they were of the individual Constituent Corporation to which they formerly belong, and the title to any real estate vested by deed or otherwise in either of said Constituent Corporations shall not revert or be in any way impaired by reason the merger; provided, however, that all enforceable rights of creditors and all enforceable liens upon any property of either of the Constituent Corporations shall be preserved unimpaired, and all enforceable debts, liabilities and duties of said Constituent Corporations respectively shall thenceforth attach to the Surviving Corporation, and may be enforced against it to the same extent as if said debts, liabilities, and duties has been incurred or contracted by the Surviving Corporation.

9. Service of Process

The Surviving Corporation agrees that it may be served with process in the State of Florida for enforcement of any obligations of SERGE ARUBA. The Resident Agent of SERGE FLORIDA at the effective time of the merger shall be the resident agent of the Surviving Corporation until a successor is appointed and accepts to serve.

10. Signatures

These Articles shall be signed by the president of each of the Constituent Corporations.

11. Further Assurances

Each Constituent Corporation agrees that from time to time, as when requested by the Surviving Corporation or by its successors or assigns, it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments, and will take or cause to be taken such further or other action, as the Surviving Corporation may deem necessary or desirable, in order to more fully to vest in and confirm to the Surviving Corporation title to and possession of all of its property, rights, privileges, powers, and franchises and otherwise to carry out the interest and purposes of this Agreement.

ARTICLE TWO
SHAREHOLDER APPROVAL

The sole shareholder of each of the Constituent Corporations have approved the merger.

ARTICLE THREE
BOARD OF DIRECTORS' APPROVAL

On September 15, 2017 the respective Boards of Directors of each of the Constituent Corporations agreed to the merger of SERGE ARUBA into SERGE FLORIDA in accordance with the applicable laws of their respective states of incorporation.

IN WITNESS WHEREOF, each of the Constituent Corporations has executed these Articles of Merger this 15th day of September, 2017.

Witnesses:

Beth Cox
[Signature]

SERGE INVESTMENTS OF FLORIDA, INC.,
a Florida corporation

By: Jacqueline Moo
Jacqueline Moo, President

(Corporate Seal)

ATTEST:

Andrew Moo
Andrew Moo, Secretary

Witnesses:

Beth Cox
[Signature]

SERGE INVESTMENTS N.V.,
an Aruba corporation

By: Jacqueline Moo
Jacqueline Moo, President

(Corporate Seal)

ATTEST:

Andrew Moo
Andrew Moo, Secretary

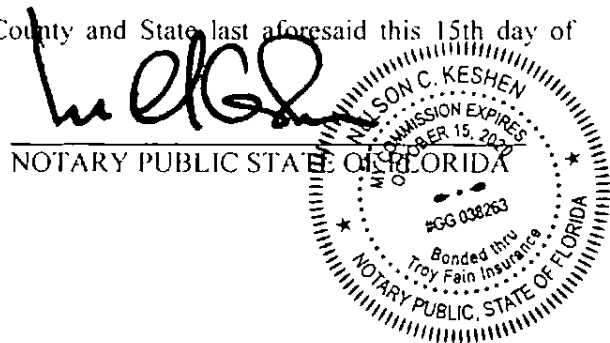
STATE OF FLORIDA)

SS:

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JACQUELINE MOO, as President of SERGE INVESTMENTS OF FLORIDA, INC a Florida corporation, who acknowledged that she executed the above and foregoing Agreement for and on behalf of it after having been duly authorized to do so. She ☒ is personally known to me, or ☐ who produced her Florida driver's license as identification

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of September, 2017.



STATE OF FLORIDA)

SS:

COUNTY OF MIAMI-DADE)

I HEREBY CERTIFY that on this day, before me, an officer duly authorized in the State aforesaid and in the County aforesaid to take acknowledgments, personally appeared JACQUELINE MOO, as President of SERGE INVESTMENTS N.V. INC., an Aruba corporation, who acknowledged that she executed the above and foregoing Agreement for and on behalf of it after having been duly authorized to do so. She ☒ is personally known to me, or ☐ who produced her Florida driver's license as identification

WITNESS my hand and official seal in the County and State last aforesaid this 15th day of September, 2017.

