

P17000076604

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

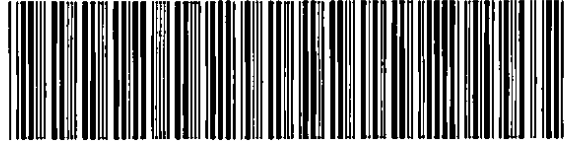
(Business Entity Name)

(Document Number)

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Merger

Walk In # 78.75



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
866.625.0838
COGENCYGLOBAL.COM

Date: January 17, 2018

Account#: I20000000088

Name: Marisa Kugelmann

Reference #: T014435

Entity Name: IWYNWOOD, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other Certified Copy upon filing

Authorized Amount: \$78,75

Signature: maisek

• CORPORATE HQ
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800.221.0102
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TALLAHASSEE, FL 32301
866.625.0838
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Articles of Merger

of

Inari Global S.A., Corp.
a Panamanian company

F13000004919

With and Into

iWynwood, Inc.,
a Florida corporation

P17000076604

January 17, 2018

The following articles of merger (the "Articles of Merger") of Inari Global S.A.,^{Corp} a Panamanian corporation (the "Merging Company"), and iWynwood, Inc., a Florida corporation (the "Surviving Corporation"), have been duly adopted and submitted in accordance with the Florida Business Corporation Act (the "FBCA"), pursuant to Section 607.1107 of the FBCA.

FIRST: THE SURVIVING PARTY

The exact name, street address of the principal office, jurisdiction, and document number of the Surviving Corporation are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
iWynwood, Inc. 22 North 6 th Street Unit 15K New York, New York 11211	Florida	P17000076604

SECOND: THE MERGING PARTY

The exact name, street address of the principal office, jurisdiction, and document number of the Merging Company are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Inari Global S.A. Corp Calle Aquilino de la Guardia No 8 Panama City, Panama	Panamá	1707389

THIRD: The Plan of Merger is attached hereto as Exhibit A.

FOURTH: The Plan of Merger was approved by the Surviving Corporation in accordance with the applicable provisions of the FBCA.

FIFTH: The Plan of Merger was approved by the Merging Company in accordance with the applicable laws of the Republic of Panamá under which the Merging Company was incorporated.

SIXTH: The merger is to become effective on the date these Articles of Merger are filed with the Department of State of the State of Florida. At the effective time of the merger, the Merging Company shall be merged with and into the Surviving Corporation.

SEVENTH: The Plan of Merger was adopted and approved by the sole director and sole shareholder of the Surviving Corporation on December 31, 2017.

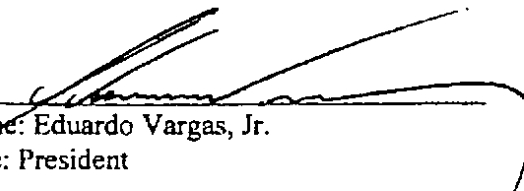
EIGHTH: The Plan of Merger was adopted and approved by the board of directors and the shareholders of the Merging Company on January 12, 2018.

[Signature page follows]

IN WITNESS WHEREOF, the duly authorized signatories of the Surviving Corporation and the Merging Company have executed and delivered these Articles of Merger as of date first written above.

SURVIVING CORPORATION:

**iWynwood, Inc.,
a Florida corporation**

By: 
Name: Eduardo Vargas, Jr.
Title: President

MERGING CORPORATION:

**Inari Global S.A., Corp.
a Panamanian corporation**


By: 
Name: Carlos Bryden
Title: President

Exhibit A

Plan of Merger

[See attached]

EXHIBIT A
PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Section 607.1101, Florida Statutes.

1. Pursuant to Section 607.1101, Florida Statutes, as of the Effective Time (as defined herein), Inari Global S.A. Corp., a company incorporated under the laws of the Republic of Panamá (the "Merging Corporation") shall be merged, with and into iWynwood, Inc., a Florida corporation (the "Company") (the "Merger"), which shall be the surviving corporation (from and after the Effective Time, the Company shall be referred to as the "Surviving Corporation").
2. The Merger shall become effective when Articles of Merger are filed with Florida Department of State pursuant to Section 607.1105, Florida Statutes. The time when the Merger shall become effective is referred to herein as the "Effective Time."
3. At the Effective Time, (i) the separate existence of Merging Corporation shall cease and Merging Corporation shall be merged with and into Surviving Corporation and Surviving Corporation shall continue as the surviving corporation; (ii) the articles of incorporation of Surviving Corporation in effect immediately prior to the Effective Time shall be the articles of incorporation of the Surviving Corporation until thereafter amended in accordance with applicable law; (iii) the by-laws of Surviving Corporation in effect immediately prior to the Effective Time shall be the by-laws of the Surviving Corporation until thereafter amended in accordance with applicable law and the terms of such by-laws; (iv) until successors are duly elected or appointed in accordance with applicable law, the directors of the Surviving Corporation shall, from and after the Effective Time, be the directors of the Surviving Corporation; and (v) the Merger shall, at and after the Effective Time, have all the effects set forth in the Florida Business Corporation Act.
4. At the Effective Time all shares of common stock of the Merging Corporation shall be converted into one (1) share of the Surviving Corporation.
5. The Merging Corporation and the Surviving Corporation hereby reserve the right to amend, alter, change or repeal any provisions contained in any of the articles of this Plan of Merger or as the same may hereafter be amended in the manner now or hereafter provided by the laws of the State of Florida.
6. This Plan of Merger shall constitute a plan of reorganization under Section 368 of the Internal Revenue Code of 1986, as amended