

P18000055359

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

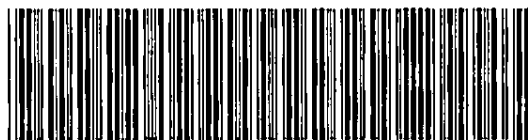
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Received Faxed corrections on
12/21/2018 Removing the Restated
Articles of Incorporation. Customer
Requested to Retain original file
date of 12/11/2018.

Office Use Only



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18 DEC 11 PM 1:01

Merges



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 19, 2018

LIVIA DELGADO
GENESIS TAX HOUSE
411 SE MIZNER BLVD STE 72
BOCA RATON, FL 33432

SUBJECT: KB HOLDINGS GROUP INC.
Ref. Number: P18000055359

We have received your document and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

THE TITLE FOR THE ATTACHED AMENDMENT SHOULD BE RESTATED ARTICLES OF INCORPORATION OF KB HOLDINGS GROUP INC. IN LIEU OF ARTICLES OF INCORPORATION OF KB HOLDINGS GROUP INC.

THE ATTACHED DOCUMENT BEING THE ARTICLES OF INCORPORATION FOR KB HOLDINGS GROUP INC. SHOW THE INCORPORATOR AS CORPORATE CREATIONS. THIS CAN NOT BE CHANGED, THEREFORE PLEASE AMEND YOUR DOCUMENT TO REFLECT THIS INFORMATION.

THE DOCUMENT MUST BE SIGNED BY THE CHAIRMAN, ANY VICE CHAIRMAN OF THE BOARD OF DIRECTORS, ITS PRESIDENT, OR ANOTHER OF ITS OFFICERS.

A certificate must accompany the Restated Articles of Incorporation setting forth either of the following statements: (1) The restatement was adopted by the board of directors and does not contain any amendment requiring shareholder approval. OR (2) If the restatement contains an amendment requiring shareholder approval, the date of adoption of the amendment and a statement setting forth the following: (a) the number of votes cast for the amendment by the shareholders was sufficient for approval (b) If more than one voting group was entitled to vote on the amendment, a statement designating each voting group entitled to vote separately on the amendment and a statement that the number of votes cast for the amendment by the shareholders in each voting group was sufficient for approval by that voting group.

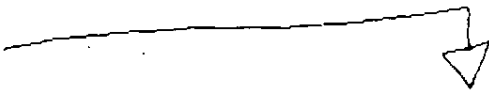
Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call

(850) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 118A00026020



WE ARE ELIMINATING THE RESTATED ARTICLES FROM
THIS FILING.

PLEASE PROCEED WITH THE MERGER ONLY.

THANK YOU!

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: KB HOLDINGS GROUP INC

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

LIVIA DELGADO

Contact Person

GENESIS TAX HOUSE

Firm/Company

411 SE MIZNER BLVD STE 72

Address

BOCA RATON, FL 33432

City/State and Zip Code

livia.delgado@genesistaxhouse.com

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

For further information concerning this matter, please call:

LIVIA DELGADO

Name of Contact Person

At (954) 782-4000

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.

ARTICLE I - NAME AND JURISDICTION OF THE SURVIVING CORPORATION

KB HOLDINGS GROUP INC.
FLORIDA CORPORATION
P18000055359

ARTICLE II - NAME AND JURISDICTION OF EACH MERGING CORPORATION

KB HOLDING USA INC
FLORIDA CORPORATION
P14000043793

ARTICLE III - PLAN OF MERGER

The plan of merger is attached.

ARTICLE IV - EFFECTIVE DATE

The merger shall be effective on the date the Articles of Merger are filed with the Florida Department of State.

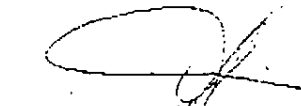
ARTICLE V - ADOPTING OF MERGER BY SURVIVING CORPORATION

The plan of merger was adopted by the shareholders of the surviving Corporation on December 03, 2018

ARTICLE VI - ADOPTING OF MERGER BY MERGING CORPORATION

The plan of merger was adopted by the shareholders of the merging Corporation on December 03, 2018

ARTICLE VII - SIGNATURES FOR EACH CORPORATION



KB HOLDINGS GROUP INC.
Arthur Cesar de Menezes Soares Filho
Director



KB HOLDING USA INC
Ana Paula Santiago
Secretary



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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.

ARTICLE I - NAME AND JURISDICTION OF THE SURVIVING CORPORATION

**KB HOLDINGS GROUP INC.
FLORIDA CORPORATION
P18000055359**

ARTICLE II - NAME AND JURISDICTION OF EACH MERGING CORPORATION

**KB HOLDING USA INC
FLORIDA CORPORATION
P14000043793**

ARTICLE III - TERMS AND CONDITIONS

The terms and conditions of merger are as follows:

In accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes, KB HOLDING USA INC will be merged into KB HOLDINGS GROUP INC and KB HOLDINGS GROUP INC shall be the surviving Corporation.

Upon the merger becoming effective, all property, rights, privileges, franchises, patents, trademarks, licenses, registrations, other assets and all interest of all kinds and descriptions of the merging Corporation shall be transferred to, vested in and devolve to the surviving Corporation.

ARTICLE IV - SHARES AND OTHER MATTERS

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:

Each issued and outstanding share of capital stock of KB HOLDING USA INC shall be converted into ONE (1) share of capital stock of KB HOLDINGS GROUP INC.

