

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
BRANDY CANADA, INC.**

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SECRETARY OF STATE
TALLAHASSEE, FL 32301

Merger

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: BRANDY CANADA, 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:

JOHN G. BURGEE

Contact Person

BURGEE & ABRAMOFF, PC

Firm/Company

20501 VENTURA BOULEVARD, SUITE 262

Address

WOODLAND HILLS, CA 91364

City/State and Zip Code

JBURGEE@BANDALAW.NET

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

For further information concerning this matter, please call:

JOHN BURGEE

Name of Contact Person

At (818) 264-7575

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)
BRANDY CANADA, INC.	FLORIDA	P18000055397 ✓

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BRANDY BC, INC.	CALIFORNIA	C3450802 ~
BRANDY ONTARIO, INC.	CALIFORNIA	C3488565 ~
BRANDY QUEBEC, INC.	CALIFORNIA	C3533380 ~

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.

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 JUNE 21, 2018.

The Plan of Merger was adopted by the board of directors of the surviving corporation on _____ 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 JUNE 21, 2018.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on _____ and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

BRANDY CANADA, INC.

[Signature]

MONICA CARBAJAL SOSA, PRESIDENT

BRANDY BC, INC.

[Handwritten signature]

MONICA CARBAJAL SOSA, PRESIDENT

BRANDY ONTARIO, INC.

Chen

MONICA CARBAJAL SOSA, PRESIDENT

BRANDY QUEBEC, INC.

Chen

MONICA CARBAJAL SOSA, PRESIDENT

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:

Name

BRANDY CANADA, INC.

Jurisdiction

FLORIDA

Second: The name and jurisdiction of each merging corporation:

Name

BRANDY BC, INC.

Jurisdiction

CALIFORNIA

BRANDY ONTARIO, INC.

CALIFORNIA

BRANDY QUEBEC, INC.

CALIFORNIA

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

1. ALL ASSETS AND LIABILITIES WILL BE HELD IN THE NAME OF THE SURVIVING CORPORATION.
2. 100,000 SHARES OF THE COMMON STOCK OF THE SURVIVING CORPORATION WILL BE ISSUED TO THE SHAREHOLDERS OF EACH OF THE MERGING CORPORATIONS ON A PRO RATA BASIS IN EXCHANGE FOR ALL OF THE SHARES OF THE MERGING CORPORATIONS.
3. THE CORPORATE DOCUMENTS OF THE SURVIVING CORPORATION WILL GOVERN THE SURVIVING CORPORATION WITHOUT MODIFICATION; THE CORPORATE OFFICERS AND DIRECTORS OF THE SURVIVING CORPORATION WILL REMAIN IN OFFICE AND WILL NOT BE AUGMENTED OR REPLACED BY ANY OF THE OFFICERS AND DIRECTORS OF THE MERGING CORPORATIONS.

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: SEE PARAGRAPH 2 OF THE TERMS OF MERGER ABOVE.

(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: