

P18000096116

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

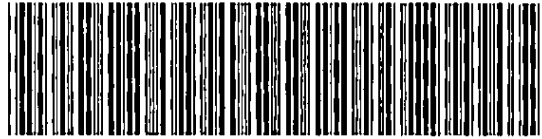
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100321600031

12/11/18--01024--017 ♦♦70.00

2018 DEC 11 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DEC 17 2018
C McNAIR

COVER LETTER

DEC 11 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TO: Amendment Section
Division of Corporations

SUBJECT: ALPHA CENTAURI PROPERTIES CORP.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

CAROLYN KAHL

Contact Person

ROCA GONZALEZ, P.A.

Firm/Company

3370 MARY STREET

Address

MIAMI, FL 33133

City/State and Zip Code

CKAHL@RGPA.COM

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

For further information concerning this matter, please call:

CAROLYN KAHL

Name of Contact Person

At (305)

859-6050

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)
ALPHA CENTAURI PROPERTIES CORP.	FLORIDA	P18000096116

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
TAURUS PROPERTIES DEVELOPMENT LIMITED	BRITISH VIRGIN ISLANDS	1709807

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 12 / 21 / 2018 (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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 12/10/2018 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 12/10/2018.

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)

2018 DEC 11 PM 4:40
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

ALPHA CENTAURI

PROPERTIES CORP.

TAURUS PROPERTIES

DEVELOPMENT LIMITED

OSCAR LUIS CIVILE - PVST

OSCAR LUIS CIVILE - DIRECTOR

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:

<u>Name</u>	<u>Jurisdiction</u>
ALPHA CENTAURI PROPERTIES CORP.	FLORIDA

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>
TAURUS PROPERTIES DEVELOPMENT	BRITISH VIRGIN ISLANDS
LIMITED	

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

- The merger is undertaken to consolidate the business operations of a British Virgin Islands entity and a Florida corporation each of which is owned by the same shareholder;
- The Merger is intended as a Type A tax free reorganization pursuant to Internal revenue Code ("IRC") Section 368(a)(1)(A): the sole shareholder of the merging corporation is the same as the sole shareholder of the surviving corporation; (ii) the shareholder of the merging corporation shall retain a continuing interest in the assets and business of the merging corporation, and (iii) the surviving corporation shall continue to own, manage and operate the underlying assets of the merging corporation, including but not limited to the real properties owned by the merging corporation's subsidiaries;
- the surviving corporation shall retain its name, officers, directors, principal office, registered agent, and shall continue its operations in substantially its present form.

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:

(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:

N/A

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

- a) On the effective date all rights, privileges, immunities powers and franchises of public or private nature, and all property real personal or mixed, shall be taken and deemed to be transferred, and shall be vested in the surviving corporation without further act or deed;
- b) On the effective date the sole shareholder of the merging corporation shall deliver the share certificate of the merging corporation to the surviving corporation; the share certificate of the merging corporation shall be cancelled and kept in the custody of the surviving corporation;
- c) On the effective date, the surviving corporation shall also receive the membership certificate and the stock of the subsidiaries of the merging corporation, which shall continue to operate as the subsidiaries of the surviving corporation in substantially the same way as they did prior to the merger.