

P/8000101246

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

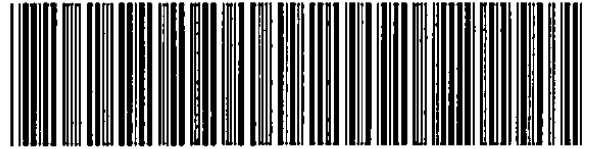
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



300333640993

07/30/19--01018--027 **70.00

CLERK OF STATE
DIVISION OF CORPORATIONS
19 JUL 30 PM 2:30

merger

deushing

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: EMILE INTERNATIONAL USA, 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:

TAE SHIN

Contact Person

SHIN LAW FIRM, P.A.

Firm/Company

201 EAST PINE STREET, SUITE 320

Address

ORLANDO, FLORIDA 32801

City/State and Zip Code

tshin@shinlawgp.com

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

For further information concerning this matter, please call:

TAE SHIN

Name of Contact Person

At (407) 730-7814

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

FILED
CLERK OF STATE
DIVISION OF CORPORATIONS
19 JUL 30 PM 2:30

**ARTICLES OF MERGER OF
EMILE INTERNATIONAL MERGER, INC.,
WITH AND INTO
EMILE INTERNATIONAL USA, INC.**

STATE DEPT. OF
DIVISION OF CORPORATIONS
19 JUL 30 PM 2:30

The following articles of merger are being submitted in accordance with Sections 607.1109, Florida Statutes:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the surviving corporation are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	Emile International USA, Inc. 11404 Cranebrook Ct. Windermere, FL 34786 Florida Document/Registration Number:	Florida	corporation
		P18000101246	

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the merging corporation are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
	Emile International Merger, Inc. 11404 Cranebrook Ct. Windermere, FL 34786 Florida Document/Registration Number:	Florida	corporation
		P19000000264	

THIRD: The attached Plan of Merger meets the requirements of Section 607.1101, Florida Statutes, and was approved by each domestic corporation that is a party to the merger in connection with Chapter 607, Florida Statutes.

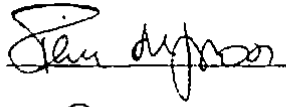
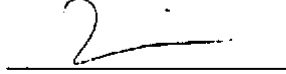
FOURTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Plan of Merger was adopted by the sole shareholder of the surviving corporation on December 27, 2018.

SIXTH: The Plan of Merger was adopted by the sole shareholder of the merging corporation on December 27, 2018.

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: Signature for each corporation.

<u>Name of Entity</u>	<u>Signatures</u>	<u>Typed or Printed Name and Title of Individual</u>
Emile International USA, Inc.		Palli Magnusson <u>President</u>
Emile International Merger, Inc.		Tae Shin <u>President</u>

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger, is submitted in compliance with Sections 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The exact name and jurisdiction of the surviving corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Emile International USA, Inc.	Florida

SECOND: The exact name and jurisdiction of the merging corporation is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Emile International Merger, Inc.	Florida

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

The merging corporation shall be merged with and into the surviving corporation, and the separate existence of the merging corporation shall cease as of the effective date of the Plan of Merger. The surviving corporation shall retain the name of "EMILE INTERNATIONAL USA, INC." after the merger. As of the effective date of the Plan of Merger, the surviving corporation shall possess all of the right, privileges, powers, franchises of the merging corporation, of a public as well as private nature, and all property, real, personal or otherwise, of the merging corporation, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving corporation without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving corporation shall continue unaffected and unimpaired by the merger.

The Articles of Incorporation and the Bylaws of the surviving corporation shall, after the merger, continue to be the Articles of Incorporation and the Bylaws of the surviving corporation until duly amended in accordance with law, and no change to such Articles of Incorporation and the Bylaws shall be affected by the merger hereunder. The persons who are the directors and officers of the surviving corporation immediately prior to the merger hereunder shall, after the merger, continue to serve as the directors and officers of the surviving corporation without change, subject to the provisions of the Articles of Incorporation and the Bylaws of the surviving corporation and the laws of the State of Florida.

FOURTH:

The manner and basis of converting the interests, shares, obligations or other securities of each merged corporation into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The parent entity of the merging corporation is Emile, Invest, LTD Corp., a Nevis Company ("Emile"). After the effective date of this Plan of Merger, the holders of all of the issued and outstanding certificates representing shares of ownership in the merging corporation shall surrender the same to the surviving corporation and such certificates shall be cancelled as of the effective date of this Plan of Merger. After the effective date of the Plan of Merger, the surviving corporation shall be wholly owned by Emile and all of the issued and outstanding certificates representing ownership interests of the surviving corporation shall be converted into ownership interests of Emile.