

P18000102796

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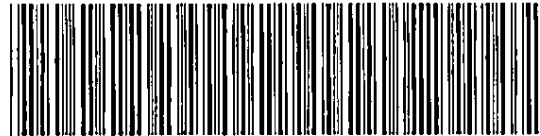
(Business Entity Name)

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12/19/19--01001--004 \*\*236.25

19 DEC 19 4:58

EFFECTIVE DATE

12/31/2019

CC  
Morgan

DEC 26 2019  
ALBRITTON

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2019 DEC 23 AM 9:53

FILED

FLORIDA RESEARCH & FILING SERVICES, INC.

1211 CIRCLE DR

TALLAHASSEE, FL 32301

PH: 850-524-4381

PLEASE FILE THE ATTACHED MERGER FOR:

RCW ORLANDO INC. merging into: EXIT 99 USA CORP.

\*\*\*\* PLEASE NOTE EFFECTIVE DATE OF 12/31/2019 \*\*\*\*

PLEASE RETURN A CERTIFIED COPY

CHECK# 8527    FOR: \$236.25    (\$78.75 for this filing)

THANK YOU!



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 19, 2019

FLORIDA RESEARCH & FILING SERVICES, INC.  
1211 CIRCLE DRIVE  
TALLAHASSEE, FL 32301

SUBJECT: EXIT 99 USA, CORP.  
Ref. Number: P18000102796

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

The date of adoption/authorization of this document must be a date on or prior to submitting the document to this office, and this date must be specifically stated in the document. If you wish to have a future effective date, you must include the date of adoption/authorization and the effective date. The date of adoption/authorization is the date the document was approved.

The effective date of the merger should be listed in the 4(th) section of the Articles of Merger.

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.

Irene Albritton  
Regulatory Specialist II

Letter Number: 719A00025800

RESUBMITTING  
w/ CORRECTIONS

EFFECTIVE DATE

12/31/2019

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 607.1105, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

Name and Street Address

Jurisdiction

Entity Type

**RCW Orlando, Inc.**  
1835 NE Miami Gardens Dr. #303  
N. Miami Beach, FL 33179

Florida

Corporation

Florida Document/Registration Number: P13000016873

**EXIT 99 USA, Corp.**  
21150 NE 38<sup>th</sup> Ave. #1504  
Aventura, FL 33180

Florida

Corporation

Florida Document/Registration Number: P18000102796

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party is as follows:

Name and Street Address

Jurisdiction

Entity Type

**EXIT 99 USA, Corp.**  
21150 NE 38<sup>th</sup> Ave. #1504  
Aventura, FL 33180

Florida

Corporation

Florida Document/Registration Number: P18000102796

**THIRD:** The attached Plan of Merger meets the requirements of section 607.1108 Florida Statutes, and was approved by each domestic corporation that is a party to the merger in accordance with Chapter 607 Florida Statutes.

**FOURTH:** The merger shall become effective as of December 31<sup>st</sup>, 2019.

**FIFTH:** The Plan of Merger was adopted by the shareholder of the surviving corporation on December 16<sup>th</sup>, 2019.

**SIXTH:** The Plan of Merger was adopted by the shareholders of the merging corporation on December 16<sup>th</sup>, 2019.

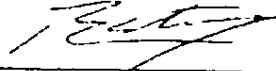
Signature(s) for each party:

NAME OF ENTITY:

SIGNATURES:


PRINTED NAME OF INDIVIDUAL

RCW Orlando, Inc.

  
President

Robert Croitorescu,  
President

EXIT 99 USA, Corp.

  
President

Ariel Croitorescu Bock,  
President

## **PLAN OF MERGER**

Merger between **RCW ORLANDO, INC.**, a Florida corporation (the "Disappearing Corporation" or "**RCW ORLANDO**"), and **EXIT 99 USA, CORP.**, a Florida corporation (the "Surviving Corporation" or "**EXIT 99 USA**"). The following plan of merger, which was adopted and approved by the shareholders of **RCW ORLANDO** and **EXIT 99 USA** to the merger in accordance with section 607.1108, Florida Statutes, et seq. of the Florida Business Corporation Act (the "Act") on December 31<sup>st</sup>, 2019.

**FIRST:** The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
<b>RCW ORLANDO, INC.</b> 1835 NE Miami Gardens Dr. #303 N. Miami Beach, FL 33179	Florida
<b>EXIT 99 USA, CORP.</b> 21150 NE 38 <sup>th</sup> Ave. #1504 Aventura, FL 33180	Florida

**SECOND:** The exact name and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
<b>EXIT 99 USA, CORP.</b> 21150 NE 38 <sup>th</sup> Ave. #1504 Aventura, FL 33180	Florida

**THIRD:** Articles of Incorporation. The Articles of **EXIT 99 USA** shall, without any changes, be the Articles of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

**FOURTH:** Distribution to Shareholders of the Constituent Entities. Upon the Effective Date, each share of **RCW ORLANDO** outstanding at that time shall without more be converted into and exchanged, pro-rata, for shares of **EXIT 99 USA** in accordance with this Plan. Each share of **EXIT 99 USA** that is issued and outstanding on the Effective Date shall continue as outstanding shares of **EXIT 99 USA**.

**FIFTH:** Satisfaction of Rights of Shareholders of RCW ORLANDO. Upon the Effective Date, all shares of **EXIT 99 USA** stock into which the shares of **RCW ORLANDO** shall have been converted, and for which the interests of **RCW ORLANDO**'s shareholders become exchangeable pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

**SIXTH:** Effect of Merger. On the Effective Date, the separate existence of **RCW ORLANDO** shall cease, and **EXIT 99 USA** shall be fully vested in **RCW ORLANDO**'s rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 607.1106 of the Act.

**SEVENTH: Further Action Required.** If at any time after the Effective Date, **RCW ORLANDO** or **EXIT 99 USA** shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of **RCW ORLANDO** or **EXIT 99 USA** as the case may be, whether past or remaining in office, shall execute and deliver upon the request of **RCW ORLANDO** or **EXIT 99 USA**, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in **EXIT 99 USA**, or to otherwise carry out the provisions of this Plan.

**EIGHTH: Filing with the Florida Department of State and Effective Date.** **RCW ORLANDO** and **EXIT 99 USA** shall cause their respective President to execute Articles of Merger in the form attached hereto; and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by **EXIT 99 USA** to the Florida Department of State. In accordance with Section 607.1109 of the Act, the Articles of Merger shall specify the "Effective Date" to be the filing date of the Articles.

**NINTH: Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

Dated this 16<sup>th</sup> day of December, 2019, with an effective date as of December 31<sup>st</sup>, 2019.

**RCW ORLANDO, INC.**  
a Florida corporation

By: \_\_\_\_\_

Robert Croitorescu, President

**EXIT 99 USA, CORP.**  
a Florida corporation

By: \_\_\_\_\_

Ariel Croitorescu Bock, President