

PIA 12/11

(Requestor's Name)

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☐ PICK-UP

☐ WAIT

☐ MAIL

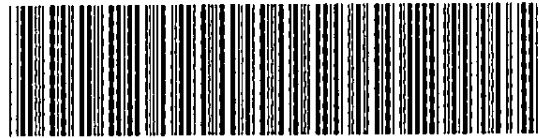
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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19 MAR -7 PM 12:51

R. WHITE
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FILED
2019 MAR -7 AM 11:55
FBI - MEMPHIS

CAPITAL CONNECTION, INC.

E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(904) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

JDIMAR AND ASSOCIATES, INC.

Signature _____

Requested by: BA

3/7/19

Name _____

Date _____

Time _____

Walk-In _____

Will Pick Up _____

_____ Art of Inc. File _____
_____ LTD Partnership File _____
_____ Foreign Corp. File _____
_____ L.C. File _____
_____ Fictitious Name File _____
_____ Trade/Service Mark _____
_____ ✓ Merger File _____
_____ Art. of Amend. File _____
_____ RA Resignation _____
_____ Dissolution / Withdrawal _____
_____ Annual Report / Reinstatement _____
_____ Cert. Copy _____
_____ ✓ Photo Copy _____
_____ Certificate of Good Standing _____
_____ Certificate of Status _____
_____ Certificate of Fictitious Name _____
_____ Corp Record Search _____
_____ Officer Search _____
_____ Fictitious Search _____
_____ Fictitious Owner Search _____
_____ Vehicle Search _____
_____ Driving Record _____
_____ UCC 1 or 3 File _____
_____ UCC 11 Search _____
_____ UCC 11 Retrieval _____
_____ Courier _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SANDIMAR AND ASSOCIATES, 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:

Ana Gonzalez

Contact Person

Bared & Associates, P.A.

Firm/Company

201 Alhambra Circle, Suite 601

Address

Coral Gables, FL 33134

City/State and Zip Code

ana@baredlaw.com

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

For further information concerning this matter, please call:

Ana Gonzalez

Name of Contact Person

At (305)

666-6010

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)

FILED

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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)
SANDIMAR AND ASSOCIATES, INC.,	Florida	P19000013611

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SANDIMAR AND ASSOCIATES, INC.	British Virgin Island	IBC-No. 570277
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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 February 15, 2019.

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 February 15, 2019.

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)

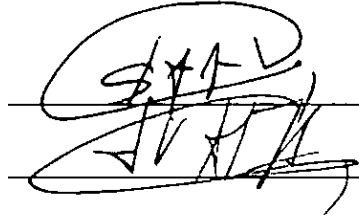
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Sandimar and Associates, Inc.

A handwritten signature in black ink, appearing to read 'Santiago Diaz Hernandez', is written over a horizontal line. The signature is stylized with a large 'S' and 'D'.

Santiago Diaz Hernandez, Director

Sandimar and Associates, Inc.

A second handwritten signature, identical to the first, is written over a horizontal line.

Santiago Diaz Hernandez, Director

AGREEMENT OF MERGER

MERGER OF SANDIMAR AND ASSOCIATES, INC., A BRITISH VIRGIN ISLANDS INTERNATIONAL BUSINESS COMPANY INTO SANDIMAR AND ASSOCIATES, INC., A FLORIDA CORPORATION

THIS AGREEMENT is made and entered into effect upon filing, by and between SANDIMAR AND ASSOCIATES, INC., a British Virgin Islands International Business Company, incorporated on December 2, 2003, under IBC- No. 570277 and SANDIMAR AND ASSOCIATES, INC., a Florida Corporation, incorporated February 8, 2019 said corporations being sometimes hereinafter collectively referred to as "Constituent Corporations".

WHEREAS, the respective Board of Directors of the Constituent Corporations deem it advisable that SANDIMAR AND ASSOCIATES, INC., a British Virgin Islands Business Company, incorporated on December 2, 2003, under IBC-No. 570277 be merged into SANDIMAR AND ASSOCIATES, INC., a Florida Corporation, incorporated February 8, 2019 "the surviving corporation" under the laws of Florida, in the manner provided therefore pursuant to laws of Florida:

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Corporations have agreed and do hereby agree, to merge upon the terms and conditions below stated:

AGREEMENT TO MERGE

1. The Constituent Corporations hereby agree that the disappearing corporation shall be merged into the surviving corporation.

NAME OF MERGED CORPORATION

2. The name of the surviving corporation shall be:
SANDIMAR AND ASSOCIATES, INC., a Florida Corporation

POST OFFICE ADDRESS OF SURVIVING CORPORATION

3. Post Office address of the surviving corporation is to be:
c/o 3271 NW 7th Street, Suite 101
Miami, FL 33125

PURPOSES OF SURVIVING CORPORATION

4. The purposes of the surviving corporation are to engage in any lawful business, act or activity for which corporations may be formed under the laws of Florida.

AUTHORIZE SHARE OF SURVIVING CORPORATION

5. The present number of shares which the disappearing corporation is authorized to issue is 50,000 shares at \$1.00 par value common stock of which 2,000 shares are now issued and outstanding. The present number of shares which the surviving corporation is authorized to issue is 2,000 shares of \$1.00 par value common stock. The total number of shares of capital stock which may be issued by the surviving corporation from and after the effective date of this merger is 2,000 shares of common stock having \$1.00 par value.

FIRST DIRECTORS

6. The present Directors of the surviving corporation shall continue as such until their successors are duly elected or designated after the effective date of the merger.

NAME AND RESIDENCE OF AGENT OF CORPORATION

7. Bared & Associates, P.A. shall be and is hereby appointed as Registered Agent for corporation upon whom service, process, tax notices and demands against said SANDIMAR AND ASSOCIATES, INC., a British Virgin Islands International Business Company, or heir of the said Constituent Corporations may be served.

MODE OF EFFECTING MERGER

8. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the disappearing corporation into shares of the surviving corporation, shall be as follows:

9. Each shareholder of the disappearing corporation shall surrender his certificate or certificates to the surviving corporation during the period beginning on February 18, 2019 and ending on February 22, 2019, upon surrender to the corporation of the respective certificate for outstanding shares of the disappearing corporation, it shall be issued to the respective shareholders hereof, and substitution therefore, certificates for fully paid and non-assessable common shares of the surviving corporation, in the ratio of 1 share of the surviving corporation for each 1 share of the disappearing corporation, being a total issue of shares of the surviving corporation for the entire number of now issued and outstanding shares of the disappearing corporations; provided, however, that if any holder of shares of the disappearing corporation shall be entitled pursuant to the preceding provisions of this sentence to a fractional share of the surviving corporation, then such fractional share shall not be issued to such holder if such fraction be less than one half (1/2) and if such fractional share shall be one half (1/2) or more, such holder shall be entitled to one (1) hold share in lieu of such fractional share.

MS
SD

REPORTING OF ASSETS AT BOOK VALUE IN ACCOUNTS OF SURVIVING CORPORATIONS:

PULLING OF INTEREST

10. The assets of disappearing corporation shall be reported in the accounts of the surviving corporation at the book value as of the effective date. The aggregate stated capital surplus, and earn surplus of the Constituent Corporation shall be, respectively, the stated capital, capital surplus, and earn surplus of the surviving corporation. The articles or certificate of incorporation of SANDIMAR AND ASSOCIATES, INC., a British Virgin Islands International Business Company attached hereto and made part hereof as Exhibit "A".

11. The Articles of Incorporation of of SANDIMAR AND ASSOCIATES, INC., a Florida Corporation; the surviving corporation, as herein amended shall continue to be the Articles of Incorporation of the surviving corporation until amended as provided by law.

12. The Bylaws of of SANDIMAR AND ASSOCIATES, INC., a Florida Corporation shall be the Bylaws of the surviving corporation.

RIGHT OF CORPORATION TO REPURCHASE ITS SHARES

13. The surviving corporation through its Board of Directors, shall have the right empower to repurchase any of its outstanding shares at such price and upon such terms as may be agreed upon between the surviving corporation and the shareholder and shareholders desire to sell such shares to the corporation.

EFFECTIVE DATE OF AGREEMENT

14. This agreement shall become effective upon filing, in the manner provided by law. The term effective date wherever used in this agreement, shall mean the effective date herein described.

DIRECTORS RIGHT TO ABANDON MERGER

15. The Board of Directors of each of the Constituent Corporation shall have the power in its discretion to abandon the merger provided for herein prior to the filing of this agreement.

RECORDING

16. This Agreement of Merger shall be recorded in the Corporate Records of the State of Florida.

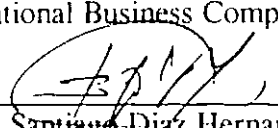
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EXECUTION


17. In witness whereof, the Constituent Corporation have cause of respective corporate names to be signed hereto, by the respective president and secretary, thereto dully authorized by the respective Board of Directors and its shareholders of the Constituent Corporations.

Signed, sealed and delivered in the presence of:

SANDIMAR AND ASSOCIATES, INC.,
a British Virgin Islands
International Business Company

By: 
Santiago Diaz Hernandez
Director

SANDIMAR AND ASSOCIATES, INC.,
a Florida Corporation

By: 
Santiago Diaz Hernández
Director

CERTIFICATE:

(action without a meeting)

SANDIMAR AND ASSOCIATES, INC.,

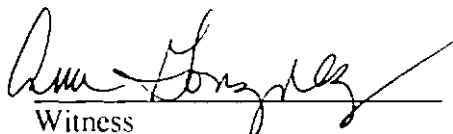
I, Santiago Diaz Hernandez, as Director of SANDIMAR AND ASSOCIATES, INC.,
a British Virgin Islands International Business Company does hereby certify:


1. That pursuant to the provisions of the Laws of the British Virgin Islands and the Articles and Bylaws of SANDIMAR AND ASSOCIATES, INC., a British Virgin Islands International Business Company, and all of the Directors of SANDIMAR AND ASSOCIATES, INC., consented in writing on February 15, 2019 to the adoption of the foregoing Agreement of Merger. That pursuant to the provisions of Laws of the British Virgin Islands and pursuant to the Articles and Bylaws of British Virgin Islands the required percentage of the stockholders of SANDIMAR AND ASSOCIATES, INC., consented in writing on February 15, 2019 to the adoption of the foregoing Agreement of Merger and authorize the Director of SANDIMAR AND ASSOCIATES, INC., to execute said Agreement on its behalf.

IN WITNESS WHEREOF, I have hereon to set my hands and seal this 15th day of February, 2019.

Signed, sealed and delivered in the presence of:

SANDIMAR AND ASSOCIATES, INC.,
a British Virgin Islands International Business Company


Witness

By: 
Santiago Diaz Hernandez, Director

CERTIFICATE:
(action without a meeting)

I, Santiago Diaz Hernandez, do hereby certify:

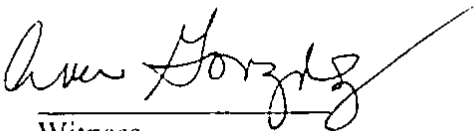
1. That pursuant to the provisions of the laws of Florida and the Articles and Bylaws of SANDIMAR AND ASSOCIATES, INC., and all of the Directors of SANDIMAR AND ASSOCIATES, INC., consented in writing on February 15, 2019 to the adoption of the foregoing Agreement of Merger.

2. SANDIMAR AND ASSOCIATES, INC., That pursuant to the provisions of law of Florida and pursuant to the Articles and Bylaws of SANDIMAR AND ASSOCIATES, INC., the required percentage of the stockholders of SANDIMAR AND ASSOCIATES, INC., consented in writing on February 15, 2019 to the adoption of the foregoing Agreement of Merger and authorize the Director of SANDIMAR AND ASSOCIATES, INC., to execute said Agreement on its behalf.

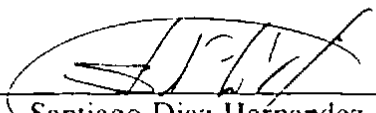
IN WITNESS WHEREOF, I have hereon to set my hands and seal this 15th day of February, 2019.

Signed, sealed and deliver in the presence of:

SANDIMAR AND ASSOCIATES, INC.,
a Florida corporation



Witness

By: 

Santiago Diaz Hernandez, Director