

P19000045923

(Requestor's Name)

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PICK-UP

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MAIL

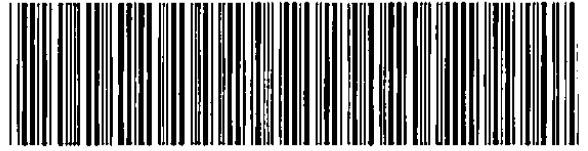
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



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19 JUL 11 AM 11:02

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

JUL 12 2019

T SCHROEDER

# CAPITAL CONNECTION, INC.

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

ANDEAN ENTERPRISE INVESTMENT INC.

Signature \_\_\_\_\_

Requested by: BA

7/11/19

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 \_\_\_\_\_  
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\_\_\_\_ UCC 11 Search \_\_\_\_\_  
\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_  
\_\_\_\_ Courier \_\_\_\_\_

## COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Andean Enterprise Investment 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:

Antonio Garcia

Contact Person

Consulting Services of South Florida, Inc.

Firm/Company

2121 Ponce De Leon Blvd., Suite 1050

Address

Coral Gables, FL 33134

City/State and Zip Code

Tony@aegarcia.com

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

For further information concerning this matter, please call:

Antonio Garcia

Name of Contact Person

At (305) 444-2213

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><br>(If known/ applicable) |
|-----------------------------------|---------------------|--|
| Andean Enterprise Investment Inc. | Florida             | P19000045923                                     |
| _____                             | _____               | _____  |

**Second:** The name and jurisdiction of each merging corporation:

| <u>Name</u>              | <u>Jurisdiction</u> | <u>Document Number</u><br>(If known/ applicable) |
|--------------------------|---------------------|--|
| Andean Enterprises, Inc. | BVI                 | IBC No. 142194                                   |
| _____                    | _____               | _____  |
| _____                    | _____               | _____  |
| _____                    | _____               | _____  |
| _____                    | _____               | _____  |

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TALLAHASSEE, FLORIDA

**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 11, 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 June 11, 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)

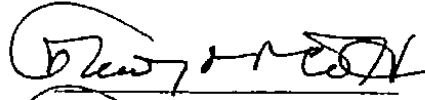
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or  
Director

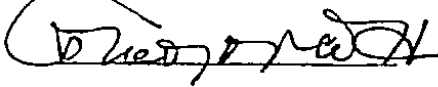
Typed or Printed Name of Individual & Title

Andean Enterprise Investment I



Guillermo A. Orozco, President and Director

Andean Enterprises Inc.,



Guillermo Alberto Orozco, Director

\_\_\_\_\_

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CLERK OF DISTRICT COURT  
STATE OF FLORIDA

**PLAN/AGREEMENT OF MERGER**

**MERGER OF ANDEAN ENTERPRISES, INC.,  
A BRITISH VIRGIN ISLANDS INTERNATIONAL BUSINESS COMPANY  
INTO  
ANDEAN ENTERPRISE INVESTMENT, INC., A FLORIDA CORPORATION**

THIS AGREEMENT is made and entered into effect upon filing, by and between ANDEAN ENTERPRISES, INC., a British Virgin Islands International Business Company, incorporated on February 13, 1995, under IBC- No.142194 and ANDEAN ENTERPRISE INVESTMENT, INC., a Florida Corporation, incorporated May 28, 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 ANDEAN ENTERPRISES, INC., a British Virgin Islands Business Company, incorporated on February 13, 1995, under IBC- No.142194 be merged into ANDEAN ENTERPRISES INVESTMENT, INC., a Florida Corporation, incorporated May 28, 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:  
ANDEAN ENTERPRISE INVESTMENT, INC  
a Florida Corporation

**POST OFFICE ADDRESS OF SURVIVING CORPORATION**

3. Post Office address of the surviving corporation is to be:  
c/o 2121 Ponce De Leon, Suite 1050  
Coral Gables, FL 33134

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TALLAHASSEE, FLORIDA

#### 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 12,000 shares at \$1.00 par value common stock of which 12,000 shares are now issued and outstanding. The present number of shares which the surviving corporation is authorized to issue is 120 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 120 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 ANDEAN ENTERPRISES, INC., a British Virgin Islands International Business Company, or here of the said Constituent Corporations may be served.

#### MODE OF EFFECTING MERGER

8. The mode of caring said merger into effect, and the manner and basis 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 May 31, 2019 and ending on June 3, 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 10 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.

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DISTRICT OF COLUMBIA

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 ANDEAN ENTERPRISES, INC., a British Virgin Islands International Business Company attached hereto and made part hereof as Exhibit "A".

11. The Articles of Incorporation of ANDEAN ENTERPRISE INVESTMENT 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 ANDEAN ENTERPRISES INVESTMENT 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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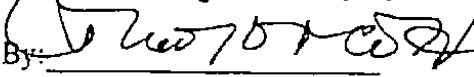


**EXECUTION**


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:**

ANDEAN ENTERPRISES, INC.  
a British Virgin Islands  
International Business Company

By:   
Guillermo Alberto Orozco  
Director

ANDEAN ENTERPRISE INVESTMENT, INC  
a Florida Corporation

By:   
Guillermo Alberto Orozco  
President and Director

**CERTIFICATE:**

(action without a meeting)

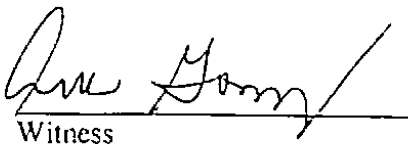
ANDEAN ENTERPRISES, INC.,

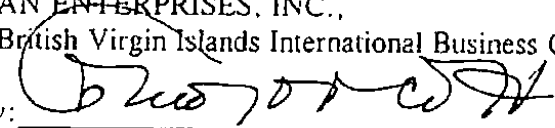
I, Guillermo Alberto Orozco, as Director of ANDEAN ENTERPRISES, INC., a British Virgin Islands International Business Company does hereby certify:

1. That pursuant to the provisions of the Laws of the British Virgin Islands and the Articles and Bylaws of ANDEAN ENTERPRISES, INC., a British Virgin Islands International Business Company, and all of the Directors of ANDEAN ENTERPRISES, INC., consented in writing on June 3, 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 ANDEAN ENTERPRISES, INC., consented in writing on June 3, 2019 to the adoption of the foregoing Agreement of Merger and authorize the Director of ANDEAN ENTERPRISES, INC., to execute said Agreement on its behalf.

IN WITNESS WHEREOF, I have hereon to set my hands and seal this 10<sup>th</sup> day of June, 2019.

**Signed, sealed and delivered in the presence of:**

  
Witness

ANDEAN ENTERPRISES, INC.,  
a British Virgin Islands International Business Company  
By:   
Guillermo Alberto Orozco, Director

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CLERK OF STATE  
TALLAHASSEE, FLORIDA

CERTIFICATE:  
(action without a meeting)

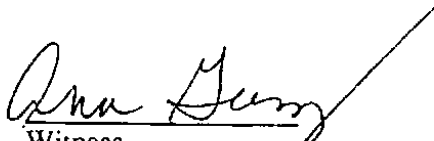
I, Guillermo Alberto Orozco, do hereby certify:

1. That pursuant to the provisions of the laws of Florida and the Articles and Bylaws of ANDEAN ENTERPRISE INVESTMENT, INC., and all of the Directors of ANDEAN ENTERPRISE INVESTMENT, INC., consented in writing on June 3, 2019 to the adoption of the foregoing Agreement of Merger.

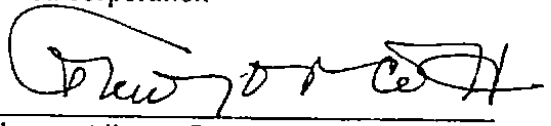
2. of ANDEAN ENTERPRISES INVESTMENT, INC., That pursuant to the provisions of law of Florida and pursuant to the Articles and Bylaws of ANDEAN ENTERPRISE INVESTMENT, INC., the required percentage of the stockholders of ANDEAN ENTERPRISE INVESTMENT, INC., consented in writing on June 3, 2019 to the adoption of the foregoing Agreement of Merger and authorize the President/Director of ANDEAN ENTERPRISE INVESTMENT, INC., to execute said Agreement on its behalf.

IN WITNESS WHEREOF, I have hereon to set my hands and seal this 10<sup>th</sup> day of June, 2019.

Signed, sealed and deliver in the presence of:

  
Witness

ANDEAN ENTERPRISE INVESTMENT, INC  
a Florida corporation

By:   
Guillermo Alberto Orozco President and Director

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