

P20000019059

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(Business Entity Name)

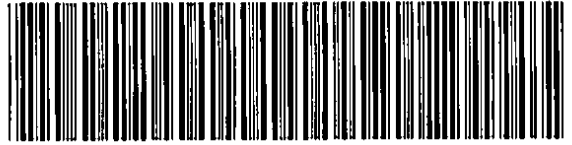
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DEC 16 2020

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 5720147 4309914

AUTHORIZATION : 

COST LIMIT : \$ 78.75

ORDER DATE : December 14, 2020

ORDER TIME : 12:09 PM

ORDER NO. : 572014-005

CUSTOMER NO: 4309914

ARTICLES OF MERGER

ALEGI USA, INC.

INTO

ALEGI USA, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Amanda Robinson

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER
OF
ALEGI USA, INC., a California corporation,
WITH AND INTO
ALEGI USA, INC., a Florida corporation


Pursuant to the provisions of Florida Statutes Sections 607.1101 and 607.1105, these Articles of Merger provide that:

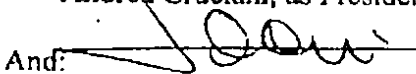
1. **ALEGI USA, INC., a California corporation** (the "Merging Corporation"), shall be merged with and into **ALEGI USA, INC., a Florida corporation**, Document No. P20000019059 (the "Surviving Corporation"), which shall be the surviving entity.
2. A copy of the Plan and Agreement of Merger (the "Plan") is attached hereto as *Exhibit A*.
3. The Plan was adopted by the shareholders and directors of the Merging Corporation by unanimous written consent on November 30, 2020.
4. The Plan was adopted by the shareholders and directors of the Surviving Corporation by unanimous written consent on November 30, 2020.
5. The merger shall become effective on the close of business on December 31, 2020.

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of the constituent entities by their authorized officers this 30th day of November, 2020.

Merging Corporation:

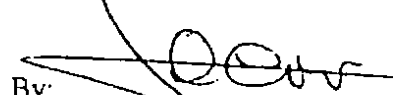
ALEGI USA, INC.,
a California corporation

By: 
Andrea Cruciani, as President

And: 
Andrea Cruciani, as Secretary

Surviving Corporation:

ALEGI USA, INC.,
a Florida corporation

By: 
Andrea Cruciani, as President

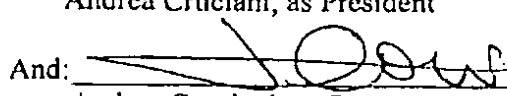
And: 
Andrea Cruciani, as Secretary

EXHIBIT A

Plan and Agreement of Merger

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (the "Plan") is made this 30th day of November, 2020, by and between ALEGI USA, INC., a California corporation (the "Merging Entity"), and ALEGI USA, INC., a Florida corporation (the "Surviving Entity"), said entities hereinafter collectively referred to as the "Constituent Entities."

WITNESSETH:

WHEREAS, the Merging Entity, formerly known as AG USA, L.L.C, a California limited liability company formed on July 7, 2015, which converted into ALEGI USA, INC., a California corporation, on November 24, 2015, and has authorized capital stock of one hundred (100) shares of common stock with no par value (all of which are entitled to vote), and of which one hundred (100) shares of common voting stock are duly issued and outstanding, and are owned one hundred percent (100%) by Zerodieci S.r.l., an Italian company; and

WHEREAS, the Surviving Entity was duly incorporated in the State of Florida on March 2, 2020, and has authorized capital stock of one hundred (100) shares of common stock with no par value (all of which are entitled to vote), and of which one hundred (100) shares of common voting stock are duly issued and outstanding, and are owned one hundred percent (100%) by Zerodieci S.r.l., an Italian company; and

WHEREAS, the shareholder and Board of Directors of the Merging Entity and the shareholder and Board of Directors of the Surviving Entity deem it advisable and to their advantage and welfare and in their best interests to enter into this Plan, and have adopted Resolutions on November 30, 2020 which provide that, pursuant to the applicable provisions of the California Corporations Code and the Florida Business Corporation Act, the Merging Entity shall be merged with and into the Surviving Entity in order to combine the assets and businesses of the Constituent Entities for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, (iii) granting of credit facilities by financial lenders, and (iv) to achieve a more efficient operation having greater resources in the conduct of their business.

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

1. Recitals. The recitals hereinabove are true and correct and are incorporated herein.
2. Agreement to Merge. The Constituent Entities hereby agree that upon the "Effective Date" as hereinafter defined, the Merging Entity shall be merged into the Surviving Entity, and the Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Entity, without the necessity of any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.
3. Name of Surviving Entity. The name of the Surviving Entity shall be ALEGI USA, INC.
4. Articles of Incorporation. The Articles of Incorporation of the Surviving Entity in effect on the Effective Date shall be the Articles of Incorporation of said Surviving Entity and shall continue in full force and effect.
5. By-Laws. The By-Laws of the Surviving Entity in effect on the Effective Date of the merger will be the By-Laws of said Surviving Entity and will continue in full force and effect.
6. Management. The Surviving Entity shall continue to be managed under the direction of the Board of Directors, except as may be otherwise provided by law or in the Articles of Incorporation and/or By-Laws of the Surviving Entity.
7. Mode of Effecting Merger. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Merging Entity into shares of the Surviving Entity, shall be as follows:
 - a. Since all of the issued and outstanding shares in the Merging Entity and all of the issued and outstanding shares in the Surviving Entity are owned by the same entity in the same percentages, no additional shares need be issued by the Surviving Entity to reflect the ownership interest of the shareholder of the Merging Entity after the Effective Date. Upon the Effective Date of the merger, the shareholder of the Merging Entity shall surrender its stock certificate or certificates to the Surviving Entity and such certificate or certificates shall be canceled. The then

outstanding shares of the Surviving Entity shall continue thereafter to constitute all of the outstanding shares in the Surviving Entity.

8. Adoption of Plan. Pursuant to the applicable statutory provisions of the State of California and the State of Florida, the within merger has been approved by the sole shareholder and sole director of the Surviving Entity and by the sole shareholder and sole director of the Merging Entity.

9. Execution of Documents. In the event that the merger of the Merging Entity with and into the Surviving Entity shall have been fully authorized in accordance with the provisions of the California Corporations Code and the Florida Business Corporation Act, the Merging Entity and the Surviving Entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of California and the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.


10. Authorization of Directors and Officers. The Board of Directors and the proper officers of the Merging Entity and the Board of Directors and the proper officers of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan.

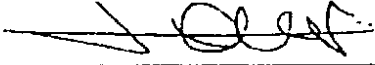
11. Effective Date. This Plan shall become effective on the close of business on December 31, 2020 (the "Effective Date"). Neither of the Constituent Entities shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Entities may take any and all action necessary or appropriate under the laws of the State of California and the laws of the State of Florida to consummate this merger.

IN WITNESS WHEREOF, the Constituent Entities have caused their respective corporate names to be signed hereto, by their respective officers, who are duly authorized by the respective Board of Directors and shareholders of the Constituent Entities.

MERGING ENTITY:


ALEGI USA, INC.,
a California corporation


By: 
Andrea Cruciani, as President

And: 
Andrea Cruciani, as Secretary

SURVIVING ENTITY:

ALEGI USA, INC.,
a Florida corporation

By: 
Andrea Cruciani, as President

And: 
Andrea Cruciani, as Secretary