

P200000097136

(Requestor's Name)

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☐ PICK-UP

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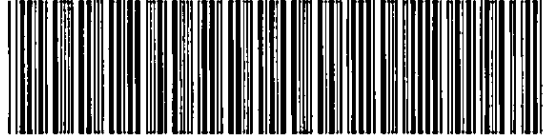
(Business Entity Name)

(Document Number)

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03/02/21--01032--003 \*\*35.00

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SECRETARY OF STATE  
TALLAHASSEE, FL

2020 DEC 29 PM 4:50

FILED

3/8/21



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

February 18, 2021

RANDY BAUGH  
3948 3RD ST. SOUTH  
SUITE 35  
JACKSONVILLE BEACH, FL 32250

SUBJECT: LOS CABOS PROPERTIES, INC.  
Ref. Number: P20000097136

We have received your document and check(s) totaling \$35.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is a balance due of \$35.00. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

\$35.00 for each merging and \$35 for each surviving entity (Includes a letter of acknowledgment). Additional fee of \$8.75 for Certified Copy (optional).

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.

Querida R Moore  
Regulatory Specialist II

Letter Number: 121A00003602

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Los Cabos Properties, Inc.

Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Randy Baugh

Contact Person

Los Cabos Properties, Inc.

Firm/Company

3948 3rd St. South, Suite 35

Address

Jacksonville Beach, FL 32250

City/State and Zip Code

dcirandy@gmail.com

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

For further information concerning this matter, please call:

Randy Baugh

Name of Contact Person

At ( 530 ) 672 6060

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

## ARTICLES OF MERGER

FILED

2020 DEC 29 PM 4:50

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

SECRETARY OF STATE  
TALLAHASSEE, FL

**FIRST:** The name and jurisdiction of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Los Cabos Properties, Inc.</u>	<u>Florida</u>	<u>S Corp</u>	<u>P20000097136</u>

Profit  
Corporation

**SECOND:** The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
<u>Baugh Corp., a California Corp.</u>	<u>CA</u>	<u>S Corp</u>	<u>1834885</u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>	<u> </u>

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

**FOURTH:** Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- ☐ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☒ The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- ☒ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**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.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Los Cabos Properties, Inc.	<i>Randy Baugh</i>	Randy Baugh
Baugh Corp.	<i>Randy Baugh</i>	Randy Baugh

Corporations:

Chairman, Vice Chairman, President or Officer  
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

## **AGREEMENT OF MERGER**

This Agreement of Merger is made as of December 15, 2020, between BAUGH CORP., a California corporation (the “**Disappearing Corporation**”) and LOS CABOS PROPERTIES INC., a Florida S corporation (the “**Surviving Corporation**”). (The corporations together are sometimes referred to below as the “**Constituent Corporations**.”)

WHEREAS, the Surviving Corporation filed its Articles of Incorporation with the Secretary of State of the State of Florida on or about December 14, 2020, and is a corporation in good standing as of the Effective Date, as hereinafter defined.

WHEREAS, the Disappearing Corporation filed its Articles of Incorporation with the Secretary of State of the State of California on or about July 27, 1994, its Agreement of Merger with CCPT, Inc., on December 3, 2014, and Statements of Information on May 28, 2020 and July 22, 2020, and is a corporation in good standing as of the Effective Date, as hereinafter defined.

WHEREAS, the shareholders and Boards of Directors of the Surviving Corporation and the Disappearing Corporation have each unanimously: (i) determined that the Merger is advisable to and fair and in the best interests of their respective corporations and stockholders, and (ii) approved the Merger upon the terms and subject to the conditions set forth in this Agreement:

WHEREAS, for U.S. Federal income tax purposes it is intended that the Merger qualify as a reorganization under the provisions of Section 368(a) of the Internal Revenue Code of 1986, as amended (the “Code”).

**NOW, THEREFORE**, in consideration of the foregoing premises and the representations, warranties, covenants and agreements herein contained, and intending to be legally bound hereby, the Constituent Corporations agree as follows:

1. Disappearing Corporation is duly organized, existing and in good standing under the laws of the State of California. It has 10,000 shares of authorized capital stock:

10,000 shares are issued and outstanding. The Disappearing Corporation represents and warrants that the undersigned are the sole remaining officers of the Disappearing Corporation and that the undersigned is authorized to enter into the Agreement of Merger on its behalf.

2. Surviving Corporation is duly organized, existing and in good standing under the laws of the State of Florida. It has 20,000 shares of authorized capital stock; 10,000 shares are issued and outstanding.

3. The Boards of Directors of the Constituent Corporations deem it in the best interests of the corporations and their shareholders that Disappearing Corporation be merged with Surviving Corporation in accordance with California Corporations Code Section 1100 *et seq.*, and Florida State §607.1001, *et seq.* The Boards hereby adopt on behalf of their corporations the plan of reorganization set forth in this Agreement of Merger.

4. **Merger**

Disappearing Corporation shall be merged with Surviving Corporation, which shall survive the merger. Disappearing Corporation's separate existence shall cease on the Effective Date of the merger. Without any other transfer or documentation, on the effective date of the merger Successor Corporation shall (i) succeed to all of Disappearing Corporation's rights and property; and (ii) be subject to all Disappearing Corporation's liabilities and obligations. All liens on the property of both corporations remain unimpaired, but liens on the Disappearing Corporation's property are limited to the property affected thereby immediately prior to the Effective Date.

Notwithstanding the above, after the Effective Date the Surviving Corporation's proper officers and directors may perform any acts necessary or desirable to vest or confirm Surviving Corporation's possession of and title to any property or rights of Disappearing Corporation, or otherwise carry out this Agreement's purposes. This includes execution and delivery of deeds, assurances, assignments or other instruments.



**5. Conversion of Shares**

By virtue of the merger and without any action by any shareholder, upon the Effective Date each share of capital stock of Disappearing Corporation outstanding immediately prior to the Effective Date shall be converted into fully paid and nonassessable shares of Surviving Corporation's common stock in equal proportion to the percentage interests held in the Disappearing Corporation.

No fractional shares of Surviving Corporation shall be issued. Any Disappearing Corporation shareholder entitled to .50 or more of a share of Surviving Corporation stock shall receive the next higher number of whole shares; and any such shareholder entitled to less than .50 of a share of Surviving Corporation stock shall receive the next lower number of shares.

The shares of Surviving Corporation outstanding immediately prior to the merger shall not be changed by reason of the merger.

**6. Stock Certificates**

On or after the Effective Date, all of Disappearing Corporation's outstanding stock certificates shall be deemed to represent ownership of Surviving Corporation's shares, into which Disappearing Corporation's shares have been converted (as provided above). The holders of such certificates must surrender them to the Surviving Corporation in whatever manner it may legally require. On receipt thereof, Surviving Corporation shall issue and exchange certificates for shares of its common stock representing the number of shares to which the holder is entitled (where applicable; together with payment for any fractional shares) as provided above.

Pending the surrender and exchange of certificates, the registered owner on Disappearing Corporation's books of any outstanding stock certificate shall be entitled to exercise all voting and other rights with respect to the shares of Surviving Corporation represented by the certificates, as provided above. But such a certificate holder will not be entitled to receive any dividends payable from Surviving Corporation.

**7. Changes in Articles of Incorporation and Bylaws**

Surviving Corporation's Articles of Incorporation, as amended and in effect on the Effective Date, shall continue to be its Articles of Incorporation without change as a result of the merger. Surviving Corporation's Bylaws as amended and in effect on the Effective Date shall continue to be its Bylaws without change as a result of the merger.

**8. Officers and Directors**

Surviving Corporation's officers and directors shall continue and remain as such after the Effective Date for the full unexpired terms of their respective offices, or until their successors have been duly elected or appointed and qualified.

**9. Effective Date**

Provided this Agreement is not abandoned, the effective date of merger shall be at the close of business on the date when this Agreement of Merger with officers' certificates attached is duly filed in the office of the California Secretary of State in accordance with California Corporations Code Section 1103 and the Secretary of State for the State of Florida pursuant to Florida Statutes Section 607.1105 ("Effective Date").

**10. Abandonment of Merger**

Any time prior to the Effective Date, this merger may be abandoned without further obligation or liability by action of the board of directors of either of the Constituent Corporations, notwithstanding approval of the merger by their shareholders.

**11. Counterparts**

This Agreement of Merger may be executed in any number of counterparts, each of which shall constitute an original instrument.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement by their respective duly authorized officers, as of the date first written above.

*(Signatures continued on next page)*

Dated: December 15, 2020

BAUGH CORP., INC., a California  
corporation, as Disappearing  
Corporation

BY: *Randy Baugh*  
RANDY BAUGH, its President and sole  
shareholder

Dated: December 15, 2020

BAUGH CORP., INC., a California  
corporation, as Disappearing  
Corporation

*Corbie Baugh*  
BY: Corbie Baugh Dec 15, 2020 15:45  
CORBIE BAUGH, its Secretary

Dated: December 15, 2020

LOS CABOS PROPERTIES INC., a  
Florida corporation, as Surviving  
Corporation

BY: *Randy Baugh*  
RANDY BAUGH, its Chief Executive  
Officer, Secretary, Chief Financial  
Officer and sole shareholder