

P22000011229

(Requestor's Name)

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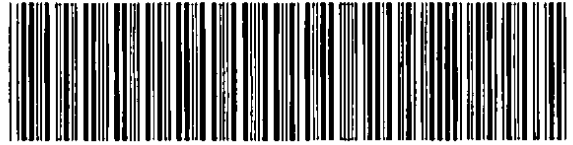
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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ALLAHABADEE, FLORIDA

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RECEIVED

FLORIDA RESEARCH & FILING SERVICES, INC.

4044 LONGLEAF CT

TALLAHASSEE, FL 32310

PH: 850-524-4381

PLEASE FILE THE ATTACHED MERGER FOR:

CAYITA REAL ESTATE INC.

PLEASE RETURN A STAMPED COPY

THANK YOU

CHECK# 9701 FOR: \$70.00

2023 SEP -6 PM 4:07

**ARTICLES OF MERGER
FOR
CAYITA USA CORPORATION
INTO
CAYITA REAL ESTATE INC.**

The following Articles of Merger are submitted to merge Cayita USA Corporation, a Florida corporation into Cayita Real Estate Inc., a Florida corporation in accordance with Section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the **surviving** corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Cayita Real Estate Inc.	Florida	P22000011229

SECOND: The name and jurisdiction of is **merging** corporation is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Cayita USA Corporation	Florida	P23000062141

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

FOURTH: This entity exists before the merger and is a domestic filing entity.

FIFTH: The Plan of Merger is attached.

SIXTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

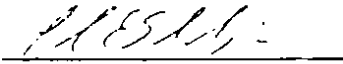
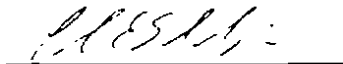
SEVENTH: Adoption of Merger by Cayita USA Corporation.

The Plan of Merger was adopted by the shareholders of the surviving corporation on August 30, 2023.

EIGHTH: Adoption of Merger by Cayita Real Estate Inc.

The Plan of Merger was adopted by the shareholder of the merging corporation on August 30, 2023.

NINTH: Signature(s) for each entity:

<u>Name of Entity</u>	<u>Signature</u>	<u>Name of Individual & Title</u>
Cayita Real Estate Inc.		Carlos Saldarriaga, President
Cayita USA Corporation		Carlos Enrique Saldarriaga Daza, President

**PLAN OF MERGER
FOR
CAYITA USA CORPORATION
INTO
CAYITA REAL ESTATE INC.**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

FIRST: The name and jurisdiction of the **surviving** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Cayita Real Estate Inc.	Florida

SECOND: The name and jurisdiction of each **merging** corporation is:

<u>Name</u>	<u>Jurisdiction</u>
Cayita USA Corporation	Florida

THIRD: The terms and conditions of the merger are as follows:

1. The consummation of the merger shall have all of the effects set forth in Section 607.1106 of the Business Corporation Act. In furtherance, and not in limitation, of the foregoing, all of the obligations of Cayita USA Corporation ("Cayita USA Corporation") as well as all of the rights, privileges and powers of the Cayita USA Corporation, and all property, real, personal and mixed, and all debts due to the Cayita USA Corporation or owed by the Cayita USA Corporation, and all franchises, licenses and permits held by the Cayita USA Corporation, as well as all other things and causes of action belonging to the Cayita USA Corporation, shall remain vested in Cayita Real Estate Inc. ("Cayita Real Estate Inc.") and shall be the property of Cayita Real Estate Inc., and the title to any real property vested by deed or otherwise in the Cayita USA Corporation shall not revert or be in any way impaired.

2. The surviving entity shall be governed by its current bylaws.

3. Upon the filing of the Articles of Merger, the directors and officers of Cayita USA Corporation shall be removed, and the directors and officers of Cayita Real Estate Inc. shall remain.

4. This Plan and the transactions contemplated hereby may be terminated by resolution of the Board of Directors of Cayita USA Corporation and Cayita Real Estate Inc. at any time prior to the filing of the Articles of Merger in the manner and to the extent provided in the Business Corporation Act.

5. If this Plan is terminated pursuant to the provisions hereof, this Plan shall become void and of no effect with no liability on the part of any party hereto.

6. This Plan and the transactions contemplated hereby may be amended by resolution of the Board of Directors of Cayita USA Corporation and Cayita Real Estate Inc. at any time prior to the Effective Date of the merger in the manner and to the extent provided in the Business Corporation Act.

7. This Plan shall be governed by, enforced under and construed in accordance with the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule thereof.

FOURTH: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

By virtue of the Merger and without any action on the part of Cayita USA Corporation, Cayita Real Estate Inc. or any holder thereof, the shares of common stock of Cayita USA Corporation, issued and outstanding immediately prior to Merger, all of which are held by the sole shareholder of Cayita USA Corporation, shall be automatically converted into shares of common stock of Cayita Real Estate Inc. Immediately prior to the merger, there shall be outstanding no class or series of capital stock of the Corporation other than its common stock.

2023 SEP -5 PM 4:07
257