

P23 0000 23206

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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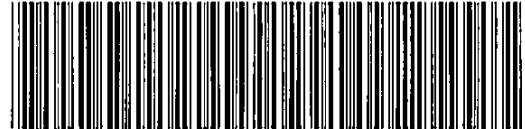
(Business Entity Name)

(Document Number)

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03/12/24--01034--010 **78.75

4-1-2024

R. HUNT

03/12/24

COVER LETTER

TO: Amendment Section
Division of Corporations
My Next Habitat, Inc

SUBJECT: _____
Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Roger L. Fidler Esq

Contact Person

Law Offices of Roger L Fidler

Firm/Company

1522 Gardner Drive, Lutz

Address

Florida 33559

City/State and Zip Code

RFidler0099@aol.com

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

For further information concerning this matter, please call:

Roger L. Fidler

201 220-8734

At (_____) _____

Name of Contact Person

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

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** entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
My Next Habitat, Inc	Florida	Profit	P23000023206
_____	_____	_____	_____

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)
DYH Global GmbH	Germany	Profit	HRB 220256B
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____
_____	_____	_____	_____

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 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.

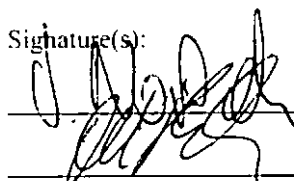
EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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:
My Next Habitat, Inc

Signature(s):



Typed or Printed
Name of Individual:

Lasse Norbaek

DYH Global GmbH

Ole Jensen

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

PLAN OF EXCHANGE

between

MY NEXT HABITAT, INC.
a Florida profit corporation
(the "ACQUIRING CORPORATION"),

&

DYH GLOBAL GmbH
a German profit corporation
(the "ACQUIRED CORPORATION")

This Plan of Exchange is entered into as of October 15, 2023, by and between **DYH GLOBAL GmbH** a German for profit corporation organized under the German Limited Liability Companies Act 2008 as amended (the "Acquired Corporation"), and **MY NEXT HABITAT, INC.**, a Florida for profit corporation (the "Acquiring Corporation"), which the two corporations are sometimes called in this Plan of Exchange the "Parties".

WHEREAS Acquiring Corporation is a Florida profit corporation commonly known as a 'C' corporation.

WHEREAS Acquired Corporation is a German GmbH for profit corporation, commonly known as a 'GmbH' organized under the laws of the German Republic pursuant to the German Limited Liability Companies Act 2008 as amended.

WHEREAS the Boards of Directors of the Parties deem it advisable and in the best interests of their respective corporations that the Acquired Corporation to be acquired by the Acquiring Corporation in accordance with the provisions of the applicable statutes of the State of Florida.

NOW, THEREFORE, the Parties agree each with the other to Exchange shares under the laws of the State of Florida, with **MY NEXT HABITAT, INC.**, the Acquiring Corporation, owning all the issued and outstanding common stock of the Acquired corporation agree upon and prescribe the terms and conditions of the Exchange as follows.

1. Parties to the Exchange.

1.1. Acquired Corporation. The Acquired Corporation is **DYH GLOBAL GmbH** being a German domestic corporation (the "Acquired Corporation"). This corporation is a corporation as defined under German Limited Liability Companies Act 2008 as amended with a fixed share capital of 25,000 shares of One (1) € each, fully issued.

1.2. Acquiring Corporation. The Acquiring Corporation is **MY NEXT HABITAT, INC.**, a Florida profit corporation.

2. Terms and Conditions of the Exchange.

2.1. Effective Date. The Effective Date of the Exchange shall be October 15, 2023.

2.2. Transitions Upon Exchange. Survivor. On the Effective Date of the Exchange, the following shall immediately and automatically occur:

2.3. Corporate Existence. Acquired Corporation shall be acquired by the Acquiring Corporation as a wholly owned subsidiary of the Acquiring corporation.

Parties shall execute all such other documents and shall take all other actions as may be necessary or advisable to make this Plan of Exchange effective.


4.3. Amendments to This Agreement and Plan of Exchange. This Plan of Exchange may be amended at any time prior to, but not after the filing date of this Plan of Exchange and Articles of Exchange or of the Certificate of Exchange, whether before or after the meetings of the members of either or both of the Parties approving and adopting this Plan of Exchange, as may be deemed by the Boards of Directors of the Parties to be necessary, advisable or expedient to clarify the intentions of the parties, to change the Effective Date of the Exchange, or to modify the provisions with respect to the filing recording of this Plan of Exchange and Articles of Exchange and the Certificate of Exchange in Order to Facilitate such filing or recording and the consummation of the Exchange. The respective Boards of Directors of the Parties are hereby authorized to amend this Plan of Exchange as provided in this Section 4.3.

4.4. Termination of Plan of Exchange. Anything in this Plan of Exchange or elsewhere to the contrary notwithstanding, this Plan of Exchange may be terminated and abandoned at any time before the Effective Date of the Exchange by mutual consent of the Parties, expressed by appropriate resolutions of their respective Boards of Directors.

4.5. Law. The action undertaken hereby is the Exchange of **My Next Habitat, Inc.**, a Florida for profit 'C' corporation, shares for the interest in each of the GmbH Acquired Corporation, resulting in the exchange of 34,000,000 ('Thirty Four Million') newly issued 'C' corporation shares of the Acquiring Corporation for the interest in the 25,000 shares of **DYH Global GmbH**, the Acquired Corporation. Since the Parties involved in the Exchange are for profit corporations, no approval from a court of record of the state having equity jurisdiction is required.

IN WITNESS WHEREOF, this Plan of Exchange has been executed by the duly authorized officers of Acquiring Corporation and Acquired Corporation as of the day and year first above written.

DYH GLOBAL GmbH

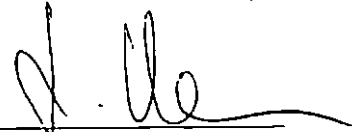
By: 

Lasse Norbaek

DYH Global GmbH

President

MY NEXT HABITAT, INC.

By: 

Lasse Norbaek

President