

P95000632141

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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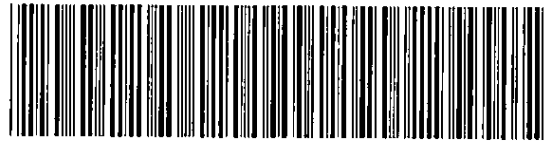
(Business Entity Name)

(Document Number)

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CORPORATION NAME(S) & DOCUMENT NUMBERS(S):

1. BRP Club Inc 995000032146  
(CORPORATE NAME) (DOCUMENT #)

2. \_\_\_\_\_  
(CORPORATE NAME) (DOCUMENT #)

3. \_\_\_\_\_  
(CORPORATE NAME) (DOCUMENT #)

☐ Walk-In

☒ Pick up time: \_\_\_\_\_

☐ Certified Copy

☐ Certificate Of Status

New Filings	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non-Profit
<input type="checkbox"/>	Limited Liability
<input checked="" type="checkbox"/>	Other: <u>merger</u>

Amendments	
<input type="checkbox"/>	Amendments
<input type="checkbox"/>	Resignation
<input type="checkbox"/>	Dissolution/Withdrawal
<input type="checkbox"/>	Other:

Other Filings	
<input type="checkbox"/>	Annual Report
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Apostille:
<input type="checkbox"/>	Other:

Examiners Initials



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 11, 2019

EXPRESS

SUBJECT: BRP CLUB INC.  
Ref. Number: P95000032141

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

There is a fee of \$35.00 due.

The fee to file the merger is \$70.00.

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.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 919A00020945

19 OCT 14 14:55

## 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.

**FILED**

2019 OCT 15 A B

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

**First:** The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BRP CLUB INC.	FLORIDA	P95000032141

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
PALBECO INC.	FLORIDA	P95000032146

**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 \_\_\_\_\_.

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 \_\_\_\_\_.

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

BRP CLUB INC.

BIRGIT RIEKER, DPS

PALBECO INC.

BIRGIT RIEKER, DPS

**PLAN OF MERGER**  
**BETWEEN**  
**PALBECO INC. AND BRP CLUB INC.**

**THIS PLAN OF MERGER** ("Plan") is entered into this 4<sup>th</sup> day of October 2019 between **PALBECO INC.**, a Florida corporation ("PALBECO") and **BRP CLUB INC.**, a Florida corporation ("BRP").

**WITNESSETH**

**WHEREAS**, the Director of PALBECO and the Director of BRP deem it desirable and in the best business interests of PALBECO and its shareholder and BRP and its shareholder that PALBECO be merged into BRP upon the terms and subject to the conditions set forth in this Plan.

**NOW, THEREFORE**, in consideration of the mutual covenants, agreements, representations and warranties herein contained the parties hereto agree as follows:

**ARTICLE I**

**Merger**

**Section 1. Surviving Entity.** At the Effective Date, as defined in Section 2, PALBECO shall be merged into BRP, forming one entity, which shall be referred to herein as the "Surviving Entity."

**Section 2. Effective Date.** Subject to the terms of this Plan, the Merger shall become effective upon the filing with the office of the Secretary of State ("Effective Date"). Articles of Merger shall be filed with the State of Florida and in substantially the form of Exhibit "A" attached hereto or such other form reasonably satisfactory to the parties hereto (the "Articles of Merger") and consistent with this Plan.

**Section 3. Further Assurance.** If, at any time after the Effective Date, either party shall decide that any further assignments, assumptions or other instruments are necessary or desirable to vest, perfect or confirm of record or otherwise, in either party the title to any property or right acquired or to be acquired by reason or as a result of the Merger, the Director of the Surviving Entity or, as the case may be Director of PALBECO shall execute and deliver all deeds, assignments and other instruments and do all things reasonably necessary to properly vest, perfect and confirm title to such property or rights and otherwise to carry out the terms and conditions of this Plan.



**Section 4. Regulations.** The Bylaws of BRP in effect immediately prior to the Effective Date shall be and, until amended as provided therein, continue to be the Bylaws of the Surviving Entity after the Effective Date.

**Section 5. Articles of Incorporation of BRP.** The Articles of Incorporation of BRP, as amended and in effect immediately prior to the Effective Date shall be and, until further amended as provided by law, continue to be the Articles of Incorporation of the Surviving Entity.

**Section 6. Director.** The Director of BRP immediately prior to the Effective Date shall constitute the Director of the Surviving Entity after the Effective Date until her successor(s) shall have been elected and qualified as provided in the Bylaws of the Surviving Entity and in this Plan.

## **ARTICLE 2**

### **Cancellation of Shares at the Effective Date**

Each share of PALBECO issued and outstanding immediately prior to the Effective Date, by reason of the Merger, shall be cancelled on the Effective Date.

## **ARTICLE 3**

### **Effect of Merger**

**Section 1. Upon the Effective Date:**

a) PALBECO and BRP shall become a single entity of which BRP shall be the Surviving Entity and continue its existence under the laws of the State of Florida. The name of the Surviving Entity shall be **BRP CLUB INC.** For purposes of the Internal Revenue Code (I.R.C.) as amended in 1986, this transaction shall be deemed to be composed of the following steps:

(b) The separate existence of PALBECO shall cease, and the Surviving Entity shall possess all the rights, privileges, immunities and franchises of PALBECO. On the Closing Date, all property, real, personal and mixed, debts and all other choses in action and all and every other interest of or belonging to or due to PALBECO shall be transferred to the Surviving Entity. The title to any real estate, or any interest therein, vested in PALBECO shall not revert or be in any way impaired by reason of the Merger. The Surviving Entity shall thenceforth be responsible and liable for all the liabilities and obligations of PALBECO. The Merger shall impair neither the rights of creditors nor any liens upon the property of PALBECO.

**Section 2. Manner and Basis of Converting Interests.** The authorized capital stock of PALBECO is 600 common shares, at \$1.00 par value. The authorized capital stock of BRP is 600 common shares, at \$1.00 par value. Each common share of BRP ("Share") represents an ownership interest in BRP. Each common share of PALBECO issued and outstanding immediately prior to the

Effective Date of the Merger, by reason of the Merger, shall be converted into and become one Share of BRP, the Surviving Entity, upon the effective date of the Merger, and each certificate representing shares of PALBECO immediately prior to the effective date shall thereupon become and be deemed for all corporate purposes to evidence the ownership of the same number of Shares of the Surviving Entity.

#### **ARTICLE 4**

##### **Representations and Warranties of**

##### **BRP CLUB INC.**

BRP represents and warrants to PALBECO as follows:

Due Incorporation, Etc. BRP is a duly organized and validly existing corporation in good standing under the laws of the State of Florida and satisfactory evidence of such good standing has been or will promptly be delivered to PALBECO.

#### **ARTICLE 5**

##### **Representations and Warranties of**

##### **PALBECO INC.**

PALBECO represents and warrants to BRP as follows:

Due Incorporation, Etc. PALBECO is a duly organized and validly existing corporation in good standing under the laws of the State of Florida and satisfactory evidence of such good standing has been or will promptly be delivered to BRP.

#### **ARTICLE 6**

##### **Successors and Assigns**

All terms, covenants, representations, warranties and conditions of this Plan shall be binding upon and inure to the benefit of and be enforceable by the parties hereto and their respective successors and assigns.



## **ARTICLE 7**

### **Director**

The name and business address of the Director of BRP is as follows:

Birgit Rieker  
2665 South Bayshore Drive  
Suite 703  
Miami, FL. 33133

## **ARTICLE 8**

### **General Provisions**

**Section 1.** Place of Closing, Closing Date. The closing shall take place at the offices of Richards & Partners, P.A., 2665 South Bayshore Drive, Suite 703, Miami, Florida, 33133 on or before the tenth (10th) day following the Effective Date or at such other place, and at such time, as the parties may mutually agree ("Closing Date").

**Section 2.** Entire Understanding. This Plan constitutes the entire agreement and supersedes all prior agreements, both written and oral, between the parties hereto with respect to the subject matter hereof.

**Section 3.** Waivers. The failure of any party at any time or times to require performance of any provision hereof shall in no manner affect its right at a later time to enforce the same. No waiver by any party of any condition of any breach of any term, covenant, representation or warranty contained in this Plan shall be effective unless in writing, and no waiver in any one or more instances shall be deemed to be a further continuing waiver of any such condition or breach in other instances or a waiver of any other condition or breach of any other term, covenant, representation or warranty.

**Section 4.** Termination. At any time prior to the filing of the Articles of Merger with PALBECO and BRP, either party may terminate this Plan hereto.

**Section 5.** Counterparts. This Plan may be executed simultaneously in one or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

**Section 6.** Heading. The headings preceding the text of sections of this Plan are for convenience only and shall not be deemed part of this Plan.

**Section 7.** Applicable Law. This Plan shall be governed, construed and enforced in accordance with the laws of the State of Florida.

**IN WITNESS WHEREOF**, the parties have hereto set their hands and seals as of the date first above written.

**PALBECO INC.**  
a Florida corporation

By:   
Birgit Rieker, Director

**BRP CLUB INC.,**  
a Florida corporation

By:   
Birgit Rieker, Director