

10/31/2019 9:09 AM

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Florida Department of State  
Division of Corporations  
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EFFECTIVE DATE

10-31-2019

MERGER OR SHARE EXCHANGE  
SAN MARINO HOLDINGS, INC.

Certificate of Status	0
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Page Count	16
Estimated Charge	\$70.00

*Merger*

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October 30, 2019

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SAN MARINO HOLDINGS, INC.  
600 SOUTH PARROTT AVE.  
OKEECHOBEE, FL 34974US

SUBJECT: SAN MARINO HOLDINGS, INC.  
REF: P95000050616

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

For each corporation, the document must contain the date of adoption of the plan of merger or share exchange by the shareholders or by the board of directors when no vote of the shareholders is required.

The document submitted does not meet legibility requirements for electronic filing. Please do not attempt to refile this document until the quality has been improved.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

FAX Aud. #: H19000319448  
Letter Number: 019A00022378

2019 OCT 31 PM 7:48

**EFFECTIVE DATE**  
10/31/2019

**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.

First: The name and jurisdiction of the surviving corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
SAN MARINO HOLDINGS, INC.	FLORIDA	P95000050616

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
TOKIN INTERNATIONAL INC.	FLORIDA	P18000103138

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 10/31/2019 (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 9/16/19.

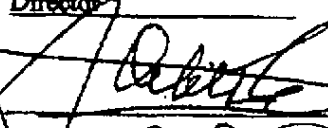


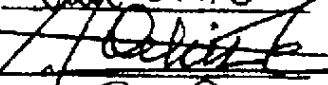
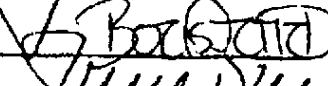

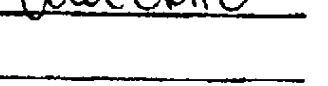
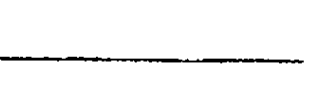
The Plan of Merger was adopted by the board of directors of the surviving corporation on 9/16/19 and shareholder approval was not required.

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 7/25/19.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on 7/25/19 and shareholder approval was not required.

(Attach additional sheets if necessary)

<u>Name of Corporation</u>	<u>Signature of an Officer or Director</u>	<u>Typed or Printed Name of Individual &amp; Title</u>
SAN MARINO HOLDINGS, INC.		Jorge Alberto Ortiz, Director
		Boris Adrian Ortiz, Director
		Mariela Dusan Valderrama, Director
		Lina Ortiz, Director
TOKIN INTERNATIONAL, INC.		Jorge Alberto Ortiz, Director
		Boris Adrian Ortiz, Director
		Mariela Dusan Valderrama, Director
		Lina Ortiz, Director

## **PLAN OF MERGER**

Merger between SAN MARINO HOLDINGS, INC., a Florida corporation (the "Surviving Company") and TOKIN INTERNATIONAL, INC., a Florida corporation (the "Disappearing Company"), (collectively the "Constituent Companies"). This Merger is being effected pursuant to this Plan of Merger ("Plan") in accordance with §607.1101 and §608.438 of the Florida Business Corporation Act (the "Act").

1. **Articles of Organization.** The Articles of Organization of the Surviving Company, as previously amended and in effect immediately before the effective date of the Merger (the "Effective Date") shall, without any changes, be the Articles of Organization of the Surviving Company from and after the Effective Date until further amended as permitted by law.
2. **Distribution to Shareholders/Members of the Constituent Companies.** Upon the Effective Date, each share of the Disappearing Company common stock that shall be issued and outstanding at that time shall without more be converted into and exchanged for shares in the Surviving Company in accordance with this Plan. All shares of Surviving Company on the Effective Date shall continue as shares of the Surviving Company.
3. **Satisfaction of Rights of Disappearing Company's Shareholders.** All shares of Surviving Company into which Disappearing Company's stock shall have been converted and become exchangeable for under this Plan shall be deemed to have been paid in full satisfaction of such converted shares.
4. **Effect of Merger.** On the Effective Date, the separate existence of the Disappearing Company shall cease, and the Surviving Company shall be fully vested in the Disappearing Company's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.1106 and §608.4383 of the Act.
5. **Supplemental Action.** If at any time after the Effective Date Surviving Company shall determine that any further conveyances, agreements, documents, instruments and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of the Surviving Company or the Disappearing Company as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Company, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Company, or to otherwise carry out the provisions of this Plan.
6. **Filing with the Florida Secretary of State and Effective Date.** Upon the Closing, as provided in the Articles of Merger, of which this Plan is a part, Disappearing Company and Surviving Company shall cause their respective Director to execute Articles of Merger in the form attached to this Plan and upon such execution this Plan

shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by the Surviving Company to the Florida Department of State. In accordance with §607.1105 and §608.4382 of the Act, the Articles of Merger shall not specify October 31, 2019 as the "Effective Date".

7. **Amendment and Waiver.** Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Companies which is, or the shareholders or members of which are, entitled to the benefit thereof by action taken by the Board of Directors or the Manager(s) of such party, or may be amended or modified in whole or in part at any time before the vote of the Board of Directors or the Manager(s) of the Constituent Companies by an arrangement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter s long as such change is in accordance with §607.1103 and 608.4381of the Act.
8. **Termination.** At any time before the Effective Date (whether before or after filing the Articles of merger), this Plan may be terminated and the Merger Abandoned by mutual consent of the Boards of Directors) of both of the respective Constituent Companies.