

P97000044276

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

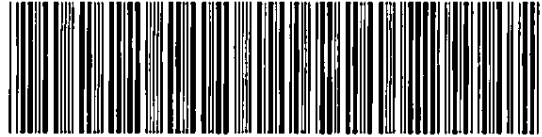
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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600306349706

FILED
2017 DEC -5 AM 9:28
SEATTLE, WA
FILING OFFICE

EFFECTIVE DATE

12/31/2017

17 DEC -5 AM 11:16

Merger

DEC 12 2017
I ALBRITTON

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 940003 7931778

AUTHORIZATION :

COST LIMIT : \$ 245.00

ORDER DATE : December 4, 2017

ORDER TIME : 9:35 AM

ORDER NO. : 940003-020

CUSTOMER NO: 7931778

NAME: PORVEN LTD.

XX Merger

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Unassigned-EXT#

EXAMINER'S INITIALS:

101



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 6, 2017

CORPORATION SERVICE COMPANY
% ROXANNE TURNER
1201 HAYS STREET
TALLAHASSEE, FL 32301

RESUBMIT
Please give original
submission date as file date.

SUBJECT: PORCELANOSA FLORIDA CORPORATION
Ref. Number: P97000044276

We have received your document for PORCELANOSA FLORIDA CORPORATION. However, the document has not been filed and is being returned for the following:

The merger or share exchange should be signed by the chairman or vice chairman of the board of directors, the president or any other officer for each corporation involved in the merger or share exchange.

The attachment for the agreement of merger is not attached to Rider B as indicated in Part B of the Plan of Merger which is page 5 of 7.

Your cover page indicate that the filing is for an ANNUAL REPORT FILING instead of a MERGER.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 217A00024566

EFFECTIVE DATE

12/31/2017

Articles of Merger For Florida Profit or Non-Profit Corporation Into Other Business Entity

FILED
2017 DEC -5 AM 9:23
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PORCELANOSA NEW YORK, INC.	NEW JERSEY	FOR-PROFIT
PORCELANOSA MARYLAND, INC.	MARYLAND	FOR-PROFIT
PORCELANOSA TEXAS CORP.	TEXAS	FOR-PROFIT
[SEE RIDER A ANNEXED]	[SEE RIDER A]	[SEE RIDER A]

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PORVEN, LTD.	DELAWARE	FOR-PROFIT

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the 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:

[See Rider A]

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.

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

THE CORPORATION TRUST COMPANY, CORPORATION TRUST CENTER

1209 ORANGE STREET

WILMINGTON, DELAWARE 19801

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
PORVEN, LTD.		MICHAEL J. FREEMAN
PORCELANOSA NEW YORK, INC.		MICHAEL J. FREEMAN
PORCELANOSA MARYLAND, INC.		MICHAEL J. FREEMAN
[SEE RIDER A ANNEXED]		[SEE RIDER A]

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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 a member or authorized representative

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PORCELANOSA NEW YORK, INC.	NEW JERSEY	FOR-PROFIT
PORCELANOSA MARYLAND, INC.	MARYLAND	FOR-PROFIT
PORCELANOSA TEXAS CORP.	TEXAS	FOR-PROFIT
[SEE RIDER B ANNEXED]	[SEE RIDER B]	[SEE RIDER B]

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PORVEN, LTD.	DELAWARE	FOR-PROFIT

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

AS SET FORTH IN THE AGREEMENT OF MERGER AMONG THE MERGING AND SURVIVING
PARTIES DATED November 28 2017, A COPY OF WHICH IS ATTACHED TO RIDER B.

(Attach additional sheet if necessary)

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

THE OUTSTANDING SHARES OF STOCK OF EACH MERGED PARTY ARE CANCELLED.

THERE IS NO CHANGE TO THE OUTSTANDING STOCK OF THE SURVIVING PARTY

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

THERE ARE NO OUTSTANDING RIGHTS TO ACQUIRE THE INTERESTS, SHARES, OBLIGATIONS OR OTHER SECURITIES OF ANY MERGED PARTY, AND THEREFORE THIS SECTION IS NOT APPLICABLE.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

THIS IS NOT APPLICABLE

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

THIS IS NOT APPLICABLE

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

ANY SUCH STATEMENTS ARE SET FORTH IN THE ATTACHED AGREEMENT OF MERGER.

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

ANY SUCH OTHER PROVISIONS ARE SET FORTH IN THE ATTACHED AGREEMENT OF
MERGER.

(Attach additional sheet if necessary)

RIDER A TO ARTICLES OF MERGER FOR FLORIDA PROFIT OR NON-PROFIT
CORPORATION INTO OTHER BUSINESS ENTITY

FIRST:

The additional merging parties are as follows:

<u>NAME</u>	<u>JURISDICTION</u>	<u>FORM/ENTITY TYPE</u>
PORCELANOSA FLORIDA CORPORATION :	FLORIDA	FOR-PROFIT
PORCELANOSA LOS ANGELES, INC.	CALIFORNIA	FOR-PROFIT
PORCELANOSA SAN FRANCISCO INC.	CALIFORNIA	FOR-PROFIT

FIFTH:

The effective date of the merger is 11:59 p.m. EDT on December 31, 2017.

EIGHTH:

The signatures for the additional parties are as follows:

<u>NAME</u>	<u>SIGNATURE</u>	<u>NAME OF INDIVIDUAL</u>
PORCELANOSA TEXAS CORP.	_____	MICHAEL J. FREEMAN
PORCELANOSA FLORIDA CORPORATION	_____	MICHAEL J. FREEMAN
PORCELANOSA LOS ANGELES, INC.	_____	MICHAEL J. FREEMAN
PORCELANOSA SAN FRANCISCO INC.	_____	MICHAEL J. FREEMAN

RIDER B TO ARTICLES OF MERGER FOR FLORIDA PROFIT OR NON-PROFIT
CORPORATION INTO OTHER BUSINESS ENTITY

FIRST:

The additional merging parties are as follows:

<u>NAME</u>	<u>JURISDICTION</u>	<u>FORM/ENTITY TYPE</u>
PORCELANOSA FLORIDA CORPORATION	FLORIDA	FOR-PROFIT
PORCELANOSA LOS ANGELES, INC.	CALIFORNIA	FOR-PROFIT
PORCELANOSA SAN FRANCISCO INC.	CALIFORNIA	FOR-PROFIT

EXHIBIT A- AGREEMENT OF MERGER

This Agreement of Merger is made and entered into as of the 28 day of November, 2017, by and among PORVEN, LTD. a Delaware corporation ("Porven"); PORCELANOSA NEW YORK, INC., a New Jersey corporation ("Porcelanosa New York"); PORCELANOSA FLORIDA CORPORATION, a Florida corporation ("Porcelanosa Florida"); PORCELANOSA SAN FRANCISCO INC., a California corporation ("Porcelanosa SF"); PORCELANOSA LOS ANGELES, INC., a California corporation ("Porcelanosa LA"); PORCELANOSA MARYLAND, INC., a Maryland corporation ("Porcelanosa Maryland"); and PORCELANOSA TEXAS CORP., a Texas corporation ("Porcelanosa Texas").

RECITALS:

WHEREAS, Porven is a corporation organized and existing under the laws of the State of Delaware, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of Delaware on February 25, 1992; and

WHEREAS, Porcelanosa New York is a corporation organized and existing under the laws of the State of New Jersey, its Certificate of Incorporation having been filed in the Office of the Secretary of State of the State of New Jersey on December 2, 1999, under the name "Porcelanosa New Jersey, Inc., and its name having been changed to "Porcelanosa New York, Inc." on October 12, 2012; and

WHEREAS, Porcelanosa Florida is a corporation organized and existing under the laws of the State of Florida, its Articles of Incorporation having been filed in the Office of the Division of Corporations of the State of Florida on May 19, 1997; and

WHEREAS, Porcelanosa SF is a corporation organized and existing under the laws of the State of California, its Articles of Incorporation having been filed in the Office of the Secretary of State of the State of California on December 3, 1999; and

WHEREAS, Porcelanosa LA is a corporation organized and existing under the laws of the State of California, its Articles of Incorporation having been filed in the Office of the Secretary of State of the State of California on December 3, 1999; and

WHEREAS, Porcelanosa Maryland is a corporation organized and existing under the laws of the State of Maryland, its Articles of Incorporation having been filed in the Office of the Secretary of State of the State of Maryland on November 17, 2000; and

WHEREAS, Porcelanosa Texas is a corporation organized and existing under the laws of the State of Texas, its Certificate of Formation having been filed in the Office of the Secretary of State of the State of Texas on June 29, 2012; and

WHEREAS, the stockholders and directors of Porven and the directors of each of Porcelanosa New York, Porcelanosa Florida, Porcelanosa SF, Porcelanosa LA, Porcelanosa Maryland and Porcelanosa Texas (such six (6) corporations being referred to herein as the "Porcelanosa Entities") deem it advisable that the Porcelanosa Entities be merged with and into Porven on the terms and conditions hereinafter set forth and in accordance with the applicable provisions of the statutes of the State of Delaware and the States of New Jersey, Florida, California, Maryland and Texas (such five (5) other states

being referred to herein as the "Non-Delaware States"), respectively, which permit such merger;

NOW, THEREFORE, in consideration of the premises and the agreements, covenants and provisions hereinafter contained, Porven and each of the Porcelanosa Entities have agreed and do hereby agree, each with the other, as follows:

1. Upon the merger becoming effective as provided by the applicable laws of the State of Delaware and the Non-Delaware States (the time when the merger shall so become effective being sometimes herein referred to as the "effective date of the merger"), each of the Porcelanosa Entities shall be merged with and into Porven, which shall be the surviving corporation and which shall continue to exist as said surviving corporation under the name Porven, Ltd. (doing business as Porcelanosa USA), pursuant to the provisions of the laws of the State of Delaware. The separate existence of each of the Porcelanosa Entities shall cease upon the effective date of the merger in accordance with the provisions of the laws of the State of Delaware and the Non-Delaware States. The effective date of the merger shall be as of 11:59 p.m. Eastern Daylight Savings Time on December 31, 2017.

2. The Certificate of Incorporation of Porven shall not be amended in any respect by reason of the merger or this Agreement.

3. All of the estate, property, rights, privileges, powers and franchises of each of the Porcelanosa Entities shall be vested in and held and enjoyed by Porven as fully and entirely and without change or diminution as the same were before held and enjoyed by each of the Porcelanosa Entities, respectively.

4. Porven shall assume all of the obligations of each of the Porcelanosa Entities.

5.No other conditions shall apply to the proposed merger of the Porcelanosa Entities with and into Porven.

6.The outstanding capital stock of each of the Porcelanosa Entities shall be cancelled so that, upon the effective date of the merger, the ownership of the capital stock of Porven shall be unchanged.

7.Any dissenter or appraisal rights arising under applicable law from or in connection with the merger have been waived.

8.The Agreement has been authorized and approved in accordance with Section 253 of the Delaware General Corporation Law.

9.Porven agrees that it may be served with process in each of the Non-Delaware States in any proceeding for enforcement of any obligation of any of the Porcelanosa Entities, as well as for enforcement of any obligation of Porven arising from the merger, and irrevocably appoints the Secretary of State of each of the Non-Delaware States as its agent to accept service of process in any such suit or proceeding. The Secretary of State of each of the Non-Delaware States shall mail any such process to Porven at 600 Route 17 North, Ramsey, New Jersey 07446, Attention: Manuel Prior.

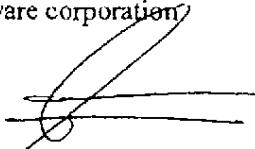
10.Porven and each of the Porcelanosa Entities hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Delaware and the Non-Delaware States, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

11. Manuel Prior and, where Manuel Prior deems a second signatory necessary or appropriate, Michael J. Freeman, are hereby authorized, empowered and directed to do any

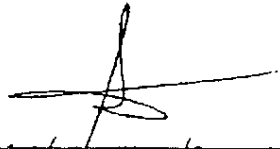
and all acts and things, and to make, execute, deliver, file and/or record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient in their discretion to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for, with the advice of counsel to Porven and the Porcelanosa Entities.

IN WITNESS WHEREOF, the undersigned, pursuant to the approval and authority duly given by resolutions adopted by their respective stockholders (as to Porven) and directors (as to Porven and the Porcelanosa Entities), have caused this Agreement of Merger to be executed by an authorized officer of each party hereto as of the date first above written.

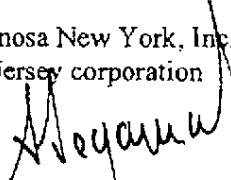
Porven, Ltd.
a Delaware corporation

By: 
Name: MARIA JOSE SORIANO MANZANET
Title: President

Attest:


Name: MANUEL CLAVELL CHIVA
Title: ACCOUNT DPT.

Porcelanosa New York, Inc.
a New Jersey corporation

By: 
Name: SILVESTRE SEGARRA SEGARRA
Title: Executive Vice President

Attest:

Name: MANUEL CLAUSELL CHIVA
Title: ACCOUNT DPT.

Porcelanosa Florida Corporation
a Florida corporation

By: 

Name: SILVESTRE SEGARRA SEGARRA
Title: Executive Vice President

Attest:

Name: MANUEL CLAUSELL CHIVA
Title: ACCOUNT DPT.

Porcelanosa San Francisco Inc.
a California corporation

By: 

Name: SILVESTRE SEGARRA SEGARRA
Title: Executive Vice President

Attest:

Name: MANUEL CLAUSELL CHIVA
Title: ACCOUNT DPT.

Porcelanosa Los Angeles, Inc.
a California corporation

By: 

Name: SILVESTRE SEGARRA SEGARRA
Title: Executive Vice President

Attest:

Name: DANIEL LAUREL CHINA
Title: ACCOUNT DPT.

Porcelanosa Maryland, Inc.
a Maryland corporation

By:

Name: SILVESTRE SEGARRA SEGARRA
Title: Executive Vice President

Attest:

Name: DANIEL LAUREL CHINA
Title: ACCOUNT DPT.

Porcelanosa Texas Corp.
a Texas corporation

By:

Name: SILVESTRE SEGARRA SEGARRA
Title: Executive Vice President

Attest:

Name: DANIEL LAUREL CHINA
Title: ACCOUNT DPT.