

P99000043411

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

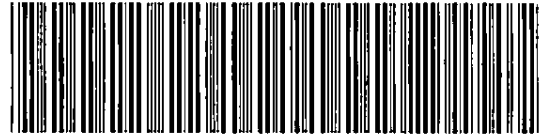
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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2017 DEC -7 AM 13

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Me/for



1000 Ponce de Leon Blvd. Suite: 105  
Coral Gables, FL 33134  
Phone: 305-444-4994  
Email: filing@ecfsfiling.com

Office Use Only

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

1. Chumi Real Estate Holdings, Inc.  
(CORPORATE NAME) (DOCUMENT #)

2. 999000043411  
(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

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** CHUMI REAL ESTATE HOLDINGS, INC.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

LAURA KOHN

Contact Person

ARAZOZA & FERNANDEZ-FRAGA P.A.

Firm/Company

2100 SALZEDO STREET, SUITE 300

Address

CORAL GABLES, FL 33134 USA

City/State and Zip Code

LAURA@ARAZOZA.COM

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

For further information concerning this matter, please call:

LAURA KOHN

At ( 305 ) 444-6226 EXT 233

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)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

# ARTICLES OF MERGER

(Profit Corporations)

FILED

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

2017 DEC -7 AM 13  
RECEIVED  
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CHUMI REAL ESTATE HOLDINGS, INC.	FLORIDA	P99000043411

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
CHUMI CORPORATION	BRITISH VIRGIN ISLANDS	311333

**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 11/27/2017

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 11/27/2017

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**

[illegible]

## PLAN OF MERGER

THE FOLLOWING PLAN OF MERGER SUBMITTED IN COMPLIANCE WITH SECTION 607.1105, FLORIDA STATUTES.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CHUMI Real Estate Holdings, Inc.	Florida	P03000138137

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
CHUMI Corporation	British Virgin Islands	311333

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

### THE MERGER

3.1 Effective Time: Merging Corporations. Upon the terms and subject to the conditions of this Plan of Merger and the applicable provisions of Florida Law, effective as of the date of Filing (hereafter the "**Effective Time**"), CHUMI Corporation, a corporation organized and existing under the laws of the British Virgin Islands (hereafter "**CHUMI BVI**"), shall be merged with and into CHUMI Real Estate Holdings, Inc., a Florida corporation, with CHUMI Real Estate Holdings, Inc., remaining as the surviving corporation (the "**Surviving Corporation**").

3.2 Articles of Incorporation: Regulations. (a) At the Effective Time, the Certificate of Incorporation of CHUMI Real Estate Holdings, Inc., as in effect immediately prior to the Effective Time, shall be the Articles of Incorporation of the Surviving Corporation until thereafter amended as provided by law. (b) At the Effective Time, the By-laws of CHUMI Real Estate Holdings, Inc., as in effect immediately prior to the Effective Time, shall be the By-laws of the Surviving Corporation until thereafter amended as provided by law.

**FOURTH:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or 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:

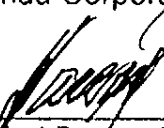
- (a) Conversion of shares. By virtue of this merger and without further action by the holder thereof, all of the share of common stock of CHUMI BVI issued and outstanding immediately prior to the Effective Time, shall without more be converted into and exchanged for shares of the Surviving Corporation stock. Each share of the Surviving Corporation that is issued and outstanding on the Effective Date shall continue as outstanding share of the Surviving Corporation.
- (b) Satisfaction of Rights of CHUMI BVI Shareholders: All shares of the Surviving Corporation's stock into which CHUMI BVI shareholder's stock shall have been converted and exchanged for under this Plan of Merger shall be deemed to have been paid in full satisfaction of the converted stock.
- (c) Effect of Merger: On the Effective Time, the separate existence of CHUMI BVI shall cease, and the Surviving Corporation shall be fully vested in CHUMI BVI's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, and duties.
- (d) Consent of Constituent Companies: The undersigned companies have each delivered authorizing resolutions unanimously consenting to and authorizing this Plan of Merger.

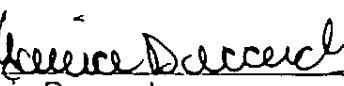
**FIFTH: Taking of Necessary Action; Further Action.** If, at any time after the Effective Time, the Surviving Corporation shall consider or be advised that any deeds, bills of sale, assignments, assurance or any other types of actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Corporation its right, title or interest in, to or under any of the rights, properties or assets of CHUMI BVI or to be acquired by the Surviving Corporation as a result of, or in connection with the merger, or to otherwise carry out this Plan of Merger or the Articles of Merger, the officers and directors of the Surviving Corporation shall and will be authorized to execute and deliver in the name and on behalf of the Surviving Corporation and CHUMI BVI, all such deeds, bills of sale, assignments, assurance or any other types of documents and instruments and to take and do in the name and on behalf of the Surviving Corporation and CHUMI BVI, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to, and under such rights, properties or assets in the Surviving Corporation or to otherwise carry out this Plan of Merger and the Articles of Merger.

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Dated the 27<sup>th</sup> day of November, 2017


The Surviving Corporation  
CHUMI Real Estate Holdings, Inc., a  
Florida Corporation

By:   
Michel Daccach  
President/Director

By:   
Sonia Daccach  
Secretary/Director

The Merging corporation:  
CHUMI Corporation, a  
British Virgin Islands corporation

By:   
Michel Daccach  
Director

By:   
Sonia Daccach  
Director