

**P99 000 88169**

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**MERGER OR SHARE EXCHANGE  
BAHRI DEVELOPMENTS, INC.**

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**2ND REQUEST**

**ARTICLES OF MERGER OF BAHRI GROUP, INC AND BAHRI  
DEVELOPMENTS, INC.**

Pursuant to 607.1105 of the Florida Business Corporation Act ("Act") **Bahri Group, Inc.**, a Florida corporation and **Bahri Developments, Inc.**, a Florida corporation, adopt these Articles of Merger.

1. The exact name, street address of its principal office, jurisdiction and entity type for the merging parties are as follows:

- A. **Bahri Group, Inc.**, a Florida corporation  
4615 Ponce De Leon Blvd, Coral Gables, Florida 33146  
Florida Document/Registration Number: P99000088161  
FEI/EIN Number: 65-0954067
- B. **Bahri Developments, Inc.**, a Florida corporation  
1015 Andalusia Ave, Coral Gables, Florida 33134  
Florida Document/Registration Number: P99000088169  
FEI/EIN Number: 65-0954069

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2. The exact name, street address of its principal office, jurisdiction and entity type of the surviving party is as follows:

**Bahri Developments, Inc.**, a Florida corporation  
1015 Andalusia Ave, Coral Gables, Florida 33134  
Florida Document/Registration Number: P99000088169  
FEI/EIN Number: 65-0954069

3. The Agreement and Plan of Merger dated January 1, 2023 (the "Plan of Merger") between **Bahri Developments, Inc.**, a Florida corporation and **Bahri Group, Inc.**, a Florida corporation was on December 31, 2022 approved and adopted unanimously by the Board of Directors and Shareholders of **Bahri Developments, Inc.**, a Florida corporation as surviving entity in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

4. The Plan of Merger is attached as Exhibit "A" and incorporated by reference herein.

5. The merger is permitted under the Florida law and is not prohibited by the by-laws or articles of incorporation of any of the parties to the merger.

6. The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

7. The Articles of Merger comply and were executed in accordance with Florida law.

In witness whereof the parties have set their hands this on December 31, 2022.

Merging Entity:

**Bahri Group, Inc.,** a Florida corporation

By: 

Fadi Bahri, President

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Surviving Entity:

**Bahri Developments, Inc.,** a Florida corporation

By: 

Fadi Bahri, President

**Exhibit "A"**

**Plan of Merger**

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## **AGREEMENT AND PLAN OF MERGER**

This Agreement and Plan of Merger ("Plan" or "Plan Merger"), dated December 31, 2022 by and among **Bahri Group, Inc.**, a Florida corporation and **Bahri Developments, Inc.**, a Florida corporation (referred to collectively as the "Parties"). This Plan of Merger was adopted and approved by the Parties in accordance with 607.1104 of the Florida Business Corporation Act (the "Act"), and is being submitted in accordance with 607.1105 of the Act.

### **ARTICLE I THE MERGER**

1. The term "Effective Date" shall mean January 1, 2023
2. The exact name, street address of its principal office, jurisdiction and entity type of parent corporation is as follows:

**Bahri Group, Inc.**, a Florida corporation  
4615 Ponce De leon Blvd, Coral Gables, Florida 33146  
Florida Document/Registration Number: P99000088161

3. The exact name, street address of its principal office, jurisdiction and entity type of subsidiary corporation is as follows:

**Bahri Developments, Inc.**, a Florida corporation  
1015 Andalusia Ave, Coral Gables, Florida 33134  
Florida Document/Registration Number: 99000088169

### **ARTICLE II TERMS AND CONDITIONS OF THE MERGER**

1. On the Effective Date, **Bahri Group, Inc.**, a Florida corporation and **Bahri Developments, Inc.**, a Florida corporation desire to merge, with **Bahri Developments, Inc.**, a Florida corporation as the surviving entity. The separate existence of **Bahri Group, Inc.**, a Florida corporation, shall cease at the Effective Date and the existence of **Bahri Developments, Inc.**, a Florida corporation shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature and subject to all the duties and liabilities of **Bahri Developments, Inc.**, a Florida corporation.

2. This Agreement and Plan of Merger has been approved and adopted unanimously by the Board of Directors and Shareholders of **Bahri Developments,**

Inc., a Florida corporation in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

3. The Agreement and Plan of Merger has been approved and adopted by the Board of Directors and Shareholders of **Bahri Group, Inc.**, a Florida corporation in accordance with the applicable provisions of Chapter 607 of the Florida Statutes.

4. At the Effective Date, **Bahri Developments, Inc.**, a Florida corporation shall possess all the rights, privileges, immunities, and franchises of both a public and private nature of **Bahri Group, Inc.**, a Florida corporation, including by way of example title to all property, real, personal and mixed, and shall be responsible and liable for all the liabilities and obligations of **Bahri Group, Inc.**, a Florida corporation, all as more particularly set forth in the Act.

### ARTICLE III CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of **Bahri Group, Inc.**, a Florida corporation into shares of **Bahri Developments, Inc.**, a Florida corporation shall be as follows:

The shareholders of the parent/merging corporation, **Bahri Group, Inc.**, a Florida corporation, shall be issued pro-rata shares of stock in the subsidiary/surviving corporation, **Bahri Developments, Inc.**, a Florida corporation, upon surrender of the shares of stock in the parent/merging corporation, **Bahri Group, Inc.**, a Florida corporation. As a result of the merger, the owners of the shares of the subsidiary/surviving corporation will have the same pro-rata ownership held in the parent/merging corporation that existed immediately prior to this merger.

### ARTICLE IV ASSIGNMENT

If at any time **Bahri Group, Inc.**, a Florida corporation shall consider or be advised that any further assignment assurances in law are necessary or desirable to vest, perfect, or confirm or recorded in **Bahri Developments, Inc.**, a Florida corporation the title to any property or rights of **Bahri Group, Inc.**, a Florida corporation, or otherwise carry out the provisions of this Plan, the proper officers and directors of **Bahri Group, Inc.**, a Florida corporation as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances

in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in **Bahri Developments, Inc.**, a Florida corporation.

**ARTICLE V  
OFFICERS OF SURVIVING CORPORATION**

The name and mailing address of the officers of **Bahri Developments, Inc.**, a Florida corporation, are:

**President/Treasurer/Secretary**

**Fadi Bahri  
1015 Analusia Avenue  
Coral Gables, FL 33134**

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In witness whereof the parties have set their hands on December 31, 2022.

**Bahri Group, Inc.**, a Florida corporation

By: 

Fadi Bahri, President

**Bahri Developments, Inc.**, a Florida corporation

By: 

Fadi Bahri, President