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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE
FICO FINANCIAL CORP.

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: FICO FINANCIAL CORP.

Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

Leslie Cohen, Esq.

Contact Person

Robert Lee Shapiro, P.A.

Firm/Company

2401 PGA Blvd., Ste 272

Address

Palm Beach Gardens, FL 33410

City/State and Zip Code

rshapiro@rlshapirolaw.com

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

For further information concerning this matter, please call:

Leslie Cohen, Esq.

Name of Contact Person

At (581) 581-782-0381

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

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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)
FICO FINANCIAL CORP.	FLORIDA	S53761

Second: The name and jurisdiction of each merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
3300 HIGHLANDS INVESTMENT CORP.	FLORIDA	V13179
BAY WEST III INVESTMENT CORP.	FLORIDA	V13188
FICO FINANCIAL CORP.	FLORIDA	S53761

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 12 / 31 / 2012 (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.)

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 December 18, 2012 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 December 18, 2012 and shareholder approval was not required.

(Attach additional sheets if necessary)

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Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

FICO FINANCIAL CORP.

Roland Rothpletz, President

3300 HIGHLANDS INVESTMENT CORP.

Roland Rothpletz, President

BAY WEST III INVESTMENT CORP.

Roland Rothpletz, President

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PLAN OF MERGER

The following Plan of Merger is submitted in compliance with Sections 607.1101 and 607.1104, Florida Statutes.

FIRST: FICO Financial Corp., a Florida corporation is the surviving corporation (the "Surviving Corp.").

SECOND: BAY WEST III INVESTMENT CORP., a Florida corporation is a merging corporation that is also a subsidiary of the Surviving Corp., (the "Merging Subsidiary Corp 1"). The Surviving Corp. owns 100% of the outstanding shares of each class of the Merging Subsidiary Corp 1.

THIRD: 3300 HIGHLANDS INVESTMENT CORP., a Florida corporation is a merging corporation that is also a subsidiary of the Surviving Corp., (the "Merging Subsidiary Corp 2"). The Surviving Corp. owns 100% of the outstanding shares of each class of the Merging Subsidiary Corp 2.

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

1. The Articles of Incorporation of the Surviving Corp. in effect immediately prior to the merger shall continue in existence as those of the Surviving Corp. after the merger.
2. The Bylaws of the Surviving Corp. in effect immediately prior to the merger shall continue in existence as those of the Surviving Corp. after the merger.
3. The directors of the Surviving Corp. in office immediately prior to the merger shall continue in existence as the directors of the Surviving Corp. after the merger.
4. The officers of the Surviving Corp. in office immediately prior to the merger shall continue in existence as the officers of the Surviving Corp. after the merger.

FIFTH: The manner and basis of converting shares of each corporation into shares, obligations, or other securities of the Surviving Corp. or any 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 corporation or, in whole or in part, into cash or other property are as follows:

1. At the effective date and time of the merger, all issued and outstanding shares of the Surviving Corp. shall thereafter constitute all of the issued and outstanding shares of the Surviving Corp.
2. At the effective date and time of the merger, all issued and outstanding shares of the Merging Subsidiary Corp 1 shall be cancelled and retired and shall cease to exist.
3. At the effective date and time of the merger, all issued and outstanding shares of the Merging Subsidiary Corp 2 shall be cancelled and retired and shall cease to exist.

SIXTH: As a result of the merger, all of the assets and liabilities of the Merging Subsidiary Corp 1 and the Merging Subsidiary Corp 2, including, without limitation, personal property, real property, tangible and intangible assets, contract rights and obligations, shall be vested in and continue as the obligations of the Surviving Corp.

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UNANIMOUS WRITTEN CONSENT

OF

THE BOARD OF DIRECTORS

OF

FICO FINANCIAL CORP.,

BAY WEST III INVESTMENT CORP.

And

3300 HIGHLANDS INVESTMENT CORP.

The undersigned, being the members of the board of directors of FICO FINANCIAL CORP. ("FICO"), BAY WEST III INVESTMENT CORP. ("BAY WEST"), 3300 HIGHLANDS INVESTMENT CORP. ("3300 HIGHLANDS"), each, a Florida corporation, (collectively, the "Corporations") do hereby consent to the adoption of the following resolutions pursuant to the Florida Statutes and applicable laws, which resolutions shall have the same force and effect as if adopted at a duly held meeting of the board of directors of the Corporations; a copy of which shall be filed with the minutes of the Corporations:

RESOLVED, that it is determined that the merger (the "Merger") of BAY WEST and 3300 HIGHLANDS with and into FICO, as the surviving corporation, is in the best interests of BAY WEST, 3300 HIGHLANDS, and FICO and their respective shareholders, and that the terms and conditions of the Merger pursuant to the Plan of Merger, attached hereto and made a part hereof, is hereby authorized and approved in all respects; and be it further

RESOLVED, that the Corporations shall take such action as may be required to effect the Merger, including, without limitation, the adoption of a Plan of Merger and execution of Articles of Merger, and their delivery and filing with the State of Florida's Division of Corporations, and any other documents and instruments which may be required to effect the Merger; and be it further

RESOLVED, that any and all prior actions of any officer of the Corporations in connection with the matters contemplated by the foregoing resolutions be, and each of them hereby is ratified, approved and adopted in all respects as fully as if such actions had been presented to the board of directors for their approval prior to such actions being taken.

IN WITNESS WHEREOF, this Unanimous Written Consent of the boards of directors is executed as of the 18 day of December, 2012.

3300 HIGHLANDS INVESTMENT CORP.

By: [Signature]
Roland Rothpletz, its sole Director

BAY WEST III INVESTMENT CORP.

By: [Signature]
Roland Rothpletz, its sole Director

FICO FINANCIAL CORP.

By: [Signature]
Roland Rothpletz, its Director

By: [Signature]
Christophe Rothpletz, its Director

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