

S56722

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EFFECTIVE DATE

NOV. 5, 2019

Merger

NOV 06 2019

I ALBRITTON

JA



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: I20000000088

Date: 11/05/2019

Name: Merritt Walker

Reference #: 1148687

Entity Name: MANSION HOUSE HOTEL, INC.

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☐ Other _____

Authorized Amount: \$70

Signature: 

EFFECTIVE DATE
Nov. 5, 2019

**ARTICLES OF MERGER
OF
MHH ACQUISITION CO.,
a Florida corporation
AND
MANSION HOUSE HOTEL, INC.,
a Florida corporation**

2019-11-05 11:22

The following Articles of Merger are submitted to merge the following Florida corporations in accordance with the provisions of the Florida Business Corporation Act.

FIRST: The exact name, street address of its principal office, document number, jurisdiction, and entity type of the merging entity are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
MHH Acquisition Co. 2504 W. Azeele Street Tampa, Florida 33609 Florida Document Number: P19000079481	Florida	Corporation

SECOND: The exact name, street address of its principal office, document number, jurisdiction, and entity type of the surviving entity:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Mansion House Hotel, Inc. 6931 4th Street North St. Petersburg, Florida 33702 Florida Document Number: S56722	Florida	Corporation

THIRD: The Plan of Merger is attached to these Articles of Merger as **Exhibit A**.

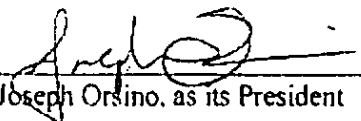
FOURTH: The Plan of Merger attached to these Articles of Merger as **Exhibit A** was adopted and approved by all of the directors and shareholders of the merging entity, MHH Acquisition Co., on November 3, 2019.

FIFTH: The Plan of Merger attached to these Articles of Merger as **Exhibit A** was adopted and approved by all of the directors and shareholders of the surviving entity, Mansion House Hotel, Inc., on November 3, 2019.

SIXTH: The merger shall become effective as of November 5, 2019.

SEVENTH: The signatures for the surviving entity and the merging entity are set forth below.

MHH ACQUISITION CO.

By: 
Joseph Orsino, as its President

MANSION HOUSE HOTEL, INC.

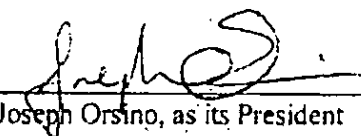
By: 
Joseph Orsino, as its President

Exhibit A

Plan of Merger

(See attached)

PLAN OF MERGER

THIS PLAN OF MERGER, made and entered into this 3rd day of November 2019, and shall be effective as of November 5, 2019, by and between the following named corporations:

I. SURVIVING CORPORATION

MANSION HOUSE HOTEL, INC.,

a Florida corporation (the "Surviving Corporation").

Date of incorporation: May 28, 1991

Document Number: S56722

II. MERGING CORPORATION

MHH ACQUISITION CO.,

a Florida corporation (the "Merging Corporation").

Date of incorporation: October 23, 2019

Document Number: P19000079481

W I T N E S S E T H:

WHEREAS, the Merging Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Surviving Corporation is a corporation duly organized and existing under the laws of the State of Florida. Its date of incorporation is described above;

WHEREAS, the Merging Corporation owns one hundred percent (100%) of the issued and outstanding shares of common stock of the Surviving Corporation;

WHEREAS, the board of directors of the Merging Corporation deem it advisable that the Merging Corporation merge into the Surviving Corporation under the laws of the State of Florida, and that said surviving corporation shall not be a new corporation but shall be the Surviving Corporation, and its corporate existence as a continuing corporation under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the Plan of Merger contained herein was approved by the board of directors and the sole shareholder of the Merging Corporation as prescribed by the laws of the State of Florida;

WHEREAS, the Surviving Corporation and the Merging Corporation intend to the fullest extent applicable that the Merger qualify as a tax-free reorganization within the meaning of of the Internal Revenue Code of 1986, as amended (the "Code"), and accordingly desire to adopt a plan by effecting a merger pursuant to Sections 607.1101 and 607.1104 and, of the Florida Business Corporation Act ("FBCA"); and

WHEREAS, the outstanding capital stock of the Merging Corporation is held as follows:

<u>Name of Corporation</u>	<u>Shareholders</u>	<u>Ownership Interest Held</u>
	Orsino Investments, LP, an Ontario Limited Partnership	99.9946%
MHH Acquisition Co.	Moon US GP, Inc., a Florida corporation	.0054%

WHEREAS, the entire outstanding capital stock of the Surviving Corporation is held as follows:

<u>Name of Corporation</u>	<u>Shareholder</u>	<u>Ownership Interest Held</u>
Mansion House Hotel, Inc.	MHH Acquisition Co., a Florida corporation	100%

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of the FBCA, as amended, that the Merging Corporation and the Surviving Corporation shall be, and they are hereby merged into a single corporation, the Surviving Corporation, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the shares of the Merging Corporation and the Surviving Corporation shall be as hereinafter set forth.

ARTICLE I

CORPORATE EXISTENCE OF SURVIVING CORPORATION

A. Upon the Merger becoming effective, the separate existence of the Merging Corporation shall cease, and the Surviving Corporation shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Merging Corporation, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Corporation, and shall be thereafter as effectively the property of the Surviving Corporation as they were of the Merging Corporation, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Merging Corporation shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Corporation; all rights of creditors and all liens upon the property of any of the Merging Corporation and the Surviving Corporation shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Merging Corporation shall thenceforth attach

to the Surviving Corporation and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Corporation shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II
ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION

The name of the Surviving Corporation shall be Mansion House Hotel, Inc. The Articles of Incorporation of the Surviving Corporation then in effect at the Effective Time (as defined herein) shall be amended and restated as attached hereto as Schedule 1.

ARTICLE III
BYLAWS OF SURVIVING CORPORATION

The Bylaws of the Surviving Corporation then in effect at the Effective Time (as defined herein) shall be and remain the Bylaws of the Surviving Corporation until the same shall be altered, amended or repealed.

ARTICLE IV
MANNER OF CONVERTING SHARES

Each share of the Merging Corporation's common stock issued and outstanding at the time of the effective date of the Merger shall be cancelled and retired and will cease to exist, and shall be replaced with a pro rata issuance of shares of the Surviving Corporation, such that the Surviving Corporation will have the same capitalization structure of the Merging Corporation after the Effective Time.

ARTICLE V
APPROVAL OF MERGER BY SHAREHOLDER AND DIRECTOR OF SURVIVING CORPORATION

The Articles of Merger and this Plan of Merger have been approved by the shareholder and director of the Surviving Corporation, as provided by the FBCA, on November 1, 2019.

ARTICLE VI
EFFECTIVE DATE OF MERGER

This Merger shall become effective as of November 5, 2019 (the "Effective Date"), for tax and accounting purposes and shall become effective for purposes of the FBCA.

Schedule 1

Amended and Restated Articles of Incorporation of Mansion House Hotel, Inc.
(Attached)

AMENDED AND RESTATED ARTICLES OF INCORPORATION
OF MANSION HOUSE HOTEL INC.

In compliance with the requirements of the Florida Business Corporation Act (the "FBCA"), the undersigned hereby acts as an incorporator in adopting and filing these articles of incorporation ("Articles").

ARTICLE I – NAME

The name of the corporation is Mansion House Hotel, Inc. (the "Corporation").

ARTICLE II –PRINCIPAL OFFICE: ADDRESS

The principal office of the Corporation is 6931 4th Street North, St. Petersburg, Florida 33702 and the mailing address of the Corporation is 2504 W. Azeele, Tampa, Florida 33609. The principal office and address of the Corporation may be changed from time to time by action of the board of directors of the Corporation (the "Board") or by an action approved by the majority of the stockholders of the Corporation that are entitled to vote.

ARTICLE III – PURPOSE

The Corporation is organized to transact any or all lawful business for which corporations may be incorporated under the FBCA as it now exists or may hereafter be amended or supplemented.

ARTICLE IV – STOCK

The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is 25,000 consisting shares of common stock (the "Common Stock").

ARTICLE V – BOARD OF DIRECTORS

The business and affairs of the Corporation shall be managed by or under the direction of its Board, and the directors need not be elected by written ballot unless required by the bylaws of the Corporation (each, a "Bylaw," and collectively, the "Bylaws"). In furtherance and not in limitation of the powers conferred by statute, the Board is expressly authorized to adopt, amend or repeal the Bylaws or adopt new Bylaws without any action on the part of the stockholders; provided that any Bylaw adopted or amended by the Board, and any powers thereby conferred, may be amended, altered or repealed by an action approved by the majority of the stockholders of the Corporation that are entitled to vote.

ARTICLE VI – LIMITATION OF LIABILITY, INDEMNIFICATION AND INSURANCE

1. Limitation of Liability. To the fullest extent permitted by law, a director of the Corporation shall not be personally liable to the Corporation or to its stockholders for monetary damages for any breach of fiduciary duty as a director. No amendment to, modification of or repeal

of this paragraph shall apply to or have any effect on the liability or alleged liability of any director of the Corporation for or with respect to any acts or omissions of such director occurring prior to such amendment.

2. Indemnification. The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a "Covered Person") who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a "Proceeding"), by reason of the fact that he or she, or a person for whom he or she is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys' fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board. Any amendment, repeal or modification of this paragraph shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

3. Insurance. By action of its Board, notwithstanding any interest of the directors in the action, the Corporation may purchase and maintain insurance, in such amounts as the Board deems appropriate, to protect any director, officer, employee or agent of the Corporation, any director, officer, employee or agent of a subsidiary of the Corporation, and any person serving as a director, officer, partner, member, employee or agent of another corporation, partnership, limited liability company, joint venture, trust or other enterprise (including, without limitation, any employee benefit plan) against any liability asserted against such person or incurred by such person in any such capacity or arising out of the person's status as such (including, without limitation, expenses, judgments, fines and amounts paid in settlement) to the fullest extent permitted by the FBCA as it exists on the date hereof or as it may hereafter be amended, and whether or not the Corporation would have the power or would be required to indemnify any such person under the terms of any agreement or Bylaw or the FBCA.

ARTICLE VII – AMENDMENTS

The Corporation shall have the right, subject to any express provisions or restrictions contained in these Articles or the Bylaws, from time to time, to amend, alter or repeal any provision of the Articles in any manner now or hereafter provided by law, and all rights and powers of any kind conferred upon a director or stockholder of the Corporation by the Articles or any amendment thereof are conferred subject to such right.

ARTICLE VIII – REGISTERED OFFICE AND REGISTERED AGENT

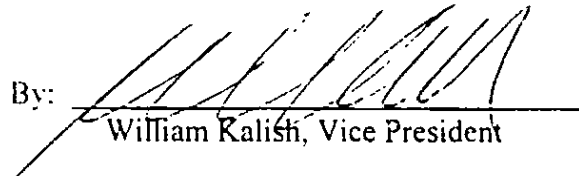
The street address of the Corporation's initial registered office in Florida is 401 E. Jackson Street, Suite 3100, Tampa, Florida 33602, and the name of its initial registered agent is Chestnut Business Services, LLC. The Corporation may change its registered office or its registered agent or both by filing with the Department of State of the State of Florida a statement complying with 607.502, Florida Statutes.

ACCEPTANCE OF APPOINTMENT OF REGISTERED AGENT
ACKNOWLEDGMENT OF REGISTERED AGENT

The undersigned, having been named as registered agent for Mansion House Hotel, Inc. at the registered office designated in the articles of incorporation hereby agrees to act in that capacity, and agrees to comply with the provisions of all statutes relative to the proper and complete performance of and obligations under the laws of the State of Florida. The undersigned is familiar with and accepts the obligations of Section 607.0505, Florida Statutes.

DATED this 4th day of November 2019.

CHESTNUT BUSINESS SERVICES, LLC

By: 
William Kalish, Vice President