

FD60000000783

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

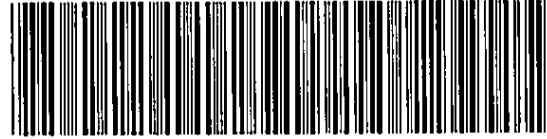
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer

Office Use Only



300366076193

FILED

2021 MAY 17 AM 11:55

RECEIVED

2021 MAY 17 PM 2:35

ALLAHABAD, FLORIDA

Amend
Klanc
CH8

MAY 18 2021

ALBRITTON

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

ACCOUNT NO. : I20000000195

REFERENCE : 791736 7495324

AUTHORIZATION

COST LIMIT \$ 35.00

ORDER DATE : May 3, 2021

ORDER TIME : 10:16 AM

ORDER NO. : 791736-045

CUSTOMER NO: 7495324

FOREIGN FILINGS

NAME: ROUGH BROTHERS, INC.

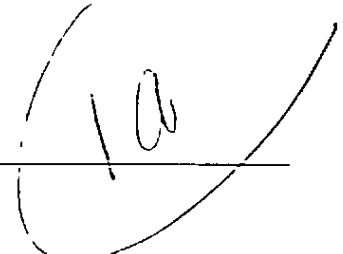
☒ CORPORATE
☐ LIMITED PARTNERSHIP
☐ LIMITED LIABILITY COMPANY

XXXX AMENDMENT

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

☐ CERTIFIED COPY
☒ PLAIN STAMPED COPY
☐ CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Eyliena Baker -- EXT# 61594

EXAMINER: 

FILED
2021 MAY 17 AM 11:58

F06000000783

Rough Brothers, Inc.

2 Ohio

02/06/2006

(Date authorized to do business in Florida)

4. If the amendment changes the name of the corporation, when was the change effected under the laws of its jurisdiction of incorporation? 05/01/2021

Prosplant, Inc.

(Name of corporation after the amendment, adding suffix "corporation," "company," or "incorporated," or appropriate abbreviation, if not contained in new name of the corporation)

(If new name is unavailable in Florida, enter alternate corporate name adopted for the purpose of transacting business in Florida)

6. If the amendment changes the period of duration, indicate new period of duration.

(New duration)

7. If the amendment changes the jurisdiction of incorporation, indicate new jurisdiction.

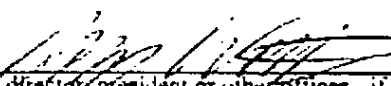
(New jurisdiction)

8. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

9. If the amendment changes person, title or capacity in accordance with 607.1504 (4), indicate that change:

<u>Title/ Capacity</u>	<u>Name</u>	<u>Address</u>	<u>Type of Action</u>
Presiden	Mark Dunson	3556 Lake Shore Rd Buffalo, NY 14219	<input checked="" type="checkbox"/> Add
			<input type="checkbox"/> Remove
Presiden	William Vietas	3556 Lake Shore Rd Buffalo, NY 14219	<input type="checkbox"/> Add
			<input checked="" type="checkbox"/> Remove
VP	Rafael Nieves	3556 Lake Shore Rd Buffalo, NY 14219	<input checked="" type="checkbox"/> Add
			<input type="checkbox"/> Remove
VP	Joseph McCann	3556 Lake Shore Rd Buffalo, NY 14219	<input type="checkbox"/> Add
			<input checked="" type="checkbox"/> Remove
			<input type="checkbox"/> Add
			<input type="checkbox"/> Remove

10. Attached is a certificate or document of similar import, evidencing the amendment, authenticated not more than 90 days prior to delivery of the application to the Department of State, by the Secretary of State or other official having custody of corporate records in the jurisdiction under the laws of which it is incorporated.


 (Signature of a director, president or other officer - if in the hands of a receiver or other court appointed fiduciary, by that fiduciary)

Jeffrey J Watorek

(Typed or printed name of person signing)

Secretary/Treasurer, VP

(Title of person signing)

FILING FEE \$35.00



Toll Free: 877.767.3453 | Central Ohio: 614.466.3910

OhioSoS.gov | business@OhioSoS.gov

File online or for more information: OhioBusinessCentral.gov

Certificate of Merger

Filing Fee: \$99

(154-MER)

Forms Must Be Typed

In accordance with the requirements of Ohio law, the undersigned corporations, banks, savings banks, savings and loan associations, limited liability companies, partnerships, limited partnerships and/or limited liability partnerships, desiring to effect a merger, set forth the following facts

I. (Surviving) Entity

A. Name of Entity Surviving the Merger

Rough Brothers, Inc.

B. Name Change: As a result of this merger, the name of the surviving entity has changed to the following

Prospiant, Inc.

(Complete only if name of surviving entity is changing through the merger)

C. The surviving entity is a (Please check the appropriate box and fill in the appropriate blanks)

1. ☒ Domestic (Ohio entity) ☐ Foreign (Non-Ohio Entity)

Jurisdiction of formation

2. Charter/Registration/License Number 1154406

(If licensed in Ohio as domestic or foreign)

3. ☒ For-Profit Corporation

☐ Nonprofit Corporation

☐ For-Profit Limited Liability Company

☐ Nonprofit Limited Liability Company

☐ Partnership

☐ Limited Partnership

☐ Limited Liability Partnership

☐ Unincorporated Nonprofit Association

II. CONSTITUENT ENTITY

Provide the name, Ohio charter/license/registration number, type of entity, jurisdiction of formation, for each entity merging out of existence. (If this is insufficient space to reflect all merging entities, please attach a separate sheet listing the additional merging entities).

Entity Name	Ohio Charter/License/ Registration Number	Jurisdiction of Formation	Type of Entity
Nexus Corporation	4629418	Colorado	Profit

III. MERGER AGREEMENT ON FILE

The name and mailing address of the person or entity from whom/which eligible persons may obtain a copy of the merger agreement upon written request

Lippes Mathias Wexler Friedman LLP, Attn: Paul J. Schulz, Esq

Name

50 Fountain Plaza, Suite 1700

Mailing Address

Buffalo

City

New York

State

14202

Zip Code

IV. EFFECTIVE DATE OF MERGER

This merger is to be effective on May 1, 2021 (The date specified must be on or after the date of the filing. If no date is specified, the date of filing will be the effective date of the merger).

V. MERGER AUTHORIZED

Each constituent entity has complied with the laws under which it exists and the laws permit the merger. The agreement of merger is authorized on behalf of each constituent entity and each person who signed the certificate on behalf of each entity is authorized to do so.

VI. STATEMENT OF MERGER

Upon filing this Certificate of Merger, or upon such later date as specified herein, the merging entity/entities listed herein shall merge into the listed surviving entity.

VII. STATUTORY AGENT - To be filed ONLY if the surviving entity is a foreign entity not licensed in Ohio.

If the surviving entity is a foreign entity **NOT** licensed to transact business in Ohio, provide the name and address of a statutory agent upon whom any process, notice or demand may be served.

Name of Statutory Agent

Mailing Address

City

OH

State

ZIP Code

VIII. AMENDMENTS

If a domestic corporation, limited liability company or limited partnership survives the merger, any amendments to the entity's articles of incorporation, articles of organization, or certificate of limited partnership of the surviving domestic entity shall be filed with the certificate of merger.

☒ Amendments are attached

☐ No Amendments

If you are amending the total number of shares, please complete this box so the appropriate filing fee is charged.

Total number of shares previously listed in the Articles or other Amendments with the Ohio Secretary of State:

With the submission of this amendment, NEW total number of shares:

IX. REQUIREMENTS OF CORPORATIONS MERGING OUT OF EXISTENCE

If a domestic corporation or foreign corporation licensed to transact business in Ohio is a constituent entity and the surviving entity is not a domestic corporation or foreign corporation to be licensed in Ohio, the certificate of merger must be accompanied by the affidavits, receipts, certificates, or other evidence required by division (H) of section 1701.86 division (G) of section 1702.47 of the Revised Code with respect to each domestic constituent corporation, and/or by the affidavits, receipts, certificates, or other evidence required by division (C) or (D) of section 1703.17 of the Revised Code with respect to each foreign constituent corporation licensed to transact business in Ohio.

X. QUALIFICATION OR LICENSE OF FOREIGN SURVIVING ENTITY

A surviving foreign entity that wishes to qualify in Ohio as part of the merger must file an additional form, as listed below, but no additional filing fee is required.

Foreign Qualifying Corporation - Form 530A or B and Certificate of Good Standing

Foreign Notice (if qualifying entity is a foreign bank, savings bank, or savings and loan association) - Form 552

Foreign Qualifying Limited Liability Company - Form 533B

Foreign Qualifying Limited Partnership - Form 531B

Foreign Qualifying Limited Liability Partnership - Form 537 and Evidence of Existence in Jurisdiction of Formation

The undersigned constituent entities (constituent entities include all merging and surviving entities) have caused this certificate of merger to be signed by their duly authorized officers, partners and representatives.

Rough Brothers, Inc.

Name of entity

By: Jeffrey J. Watorek

Signature

Its: Vice President

Title

Nexus Corporation

Name of entity

By: Jeffrey J. Watorek

Signature

Its: Vice President

Title

Name of entity

By:

Signature

Its:

Title

An authorized representative of each constituent corporation, partnership, or entity must sign the merger certificate (ORC 1701.81(A), 1702.43 (A), 1705.38(A), 1776.70(A), 1782.433(A)). this includes all merging and surviving entities.

UNITED STATES OF AMERICA,
STATE OF OHIO,
OFFICE OF SECRETARY OF STATE

I, Frank LaRose, Secretary of State of the State of Ohio, do hereby certify that the paper to which this is attached is a true and correct copy from the original record now in my official custody as Secretary of State.



Witness my hand and the seal of the Secretary of State at Columbus, Ohio this 14th day of May, A.D. 2021.

Ohio Secretary of State

A handwritten signature in cursive script, appearing to read "Frank LaRose".

Validation Number:

202113403882



DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
05/01/2021	202112004032	Merger (MER)	99.00	200.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

CORPORATION SERVICE COMPANY
1127 BROADWAY ST STE 310
SALEM, OR 97301

**STATE OF OHIO
CERTIFICATE**

**Ohio Secretary of State, Frank LaRose
1154406**

It is hereby certified that the Secretary of State of Ohio has custody of the business records for
PROSPIANT, INC.

and, that said business records show the filing and recording of:

Document(s)
Merger

Document No(s):
202112004032

Effective Date: 05/01/2021



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
1st day of May, A.D. 2021.

Ohio Secretary of State

DATE	DOCUMENT ID	DESCRIPTION	FILING	EXPED	CERT	COPY
05/01/2021	202112004032	MERGED OUT OF EXISTENCE (MEX)	0.00	0.00	0.00	0.00

Receipt

This is not a bill. Please do not remit payment.

CORPORATION SERVICE COMPANY
1127 BROADWAY ST STE 310
SALEM, OR 97301

**STATE OF OHIO
CERTIFICATE**

Ohio Secretary of State, Frank LaRose
4629418

It is hereby certified that the Secretary of State of Ohio has custody of the business records for

NEXUS GREENHOUSE CORPORATION (NEXUS CORPORATION)

and, that said business records show the filing and recording of:

Document(s)

MERGED OUT OF EXISTENCE

Document No(s):

202112004032

Effective Date: 05/01/2021



United States of America
State of Ohio
Office of the Secretary of State

Witness my hand and the seal of the
Secretary of State at Columbus, Ohio this
1st day of May, A.D. 2021.

A handwritten signature in cursive script, appearing to read "Frank LaRose".

Ohio Secretary of State