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(City/State/Zip/Phone #)

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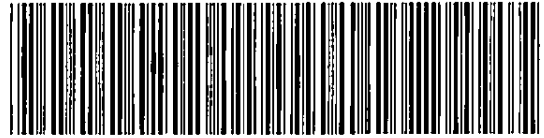
(Business Entity Name)

(Document Number)

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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Attached is a form for filing *Articles of Merger* pursuant to section 617.1105, Florida Statutes, when two or more not for profit corporations merge. This form is basic and may not meet all merger needs. The advice of an attorney is recommended.

Please complete only one Plan of Merger form or attach your own Plan of Merger.

The document must be typed or printed and must be legible.

Pursuant to section 617.0123, Florida Statutes, a delayed effective date may be specified but may not be later than the 90th day after the date on which the document is filed.

Filing Fee **\$35.00 for each merging and \$35 for each surviving corporation** (Includes a letter of acknowledgment)

Certified Copy (optional) **\$8.75**

Send one check in the total amount payable to the Florida Department of State.

Please include a cover letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

For further information, you may contact the Amendment Section at (850) 245-6050.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Yah'sha' Rah'lah 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:

Ashayah Ahayah
(Contact Person)

(Firm/Company)

10781 La Renta Road, Delray
(Address)

Delray Beach, FL 33446
(City/State and Zip Code)

For further information concerning this matter, please call:

Ashayah Ahayah

(Name of Contact Person)

At (561) 724-7948

(Area Code & Daytime Telephone Number)

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

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Division of Corporations
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Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FL 32303

ARTICLES OF MERGER

(Not for Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Not For Profit Corporation Act, pursuant to section 617.1105, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Yah'sha'rah'lah Inc</u>	<u>United States</u>	<u>N23000009475</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
<u>Yah'sha'rah'lah & Ashayah G</u>	<u>Scotland - UK</u>	<u>SC825221</u>
<u>Yahavah So Real & GSWOOD</u>	<u>England - UK</u>	<u>16000967</u>
<u>Yah'sha'rah'lah & Ashayah G</u>	<u>France</u>	<u>W751279573</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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 07/08/25 (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.

(Attach additional sheets if necessary)

Fifth: ADOPTION OF MERGER BY SURVIVING CORPORATION
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the surviving corporation on 07/08/25.
The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows:
3 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

N/A

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

N/A

Sixth: ADOPTION OF MERGER BY MERGING CORPORATION(s)
(COMPLETE ONLY ONE SECTION)

SECTION I

The plan of merger was adopted by the members of the merging corporation(s) on 07/06/25. The number of votes cast for the merger was sufficient for approval and the vote for the plan was as follows: 1 FOR 0 AGAINST

SECTION II

(CHECK IF APPLICABLE) The plan or merger was adopted by written consent of the members and executed in accordance with section 617.0701, Florida Statutes.

N/A

SECTION III

There are no members or members entitled to vote on the plan of merger.
The plan of merger was adopted by the board of directors on _____. The number of directors in office was _____. The vote for the plan was as follows: _____ FOR _____ AGAINST

N/A

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of the chairman/
vice chairman of the board
or an officer.

Typed or Printed Name of Individual & Title

<u>Yah'sha'rah'lah INC</u>	<u>TX</u>	<u>President, Ashayah Athayah</u>
<u>Yah'sha'rah'lah & Ashayah G</u>	<u>TX</u>	<u>President Ashayah Athayah</u>
<u>Yahavah So Rza' & Gswow</u>	<u>TX</u>	<u>President Ashayah Athayah</u>
<u>Yah'sha'rah'lah & Ashayah G</u>	<u>TX</u>	<u>President Ashayah Athayah</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

PLAN OF MERGER

The following plan of merger is submitted in compliance with section 617.1101, Florida Statutes and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the surviving corporation:

Name

Yah'sha'rah'lah Inc

Jurisdiction

United States of America

The name and jurisdiction of each merging corporation:

Name

Yah'sha'rah'lah & 'Ashayah G

Yaharah So Real & Gsuwoo

Yah'sha'rah'lah & 'Ashayah G

Jurisdiction

Scotland

England

France

The terms and conditions of the merger are as follows:

Included in plan of merger.

A statement of any changes in the articles of incorporation of the surviving corporation to be effected by the merger is as follows:

All rights reserved and transferred to Yah'sha'rah'lah Inc.
All powers reserved and transferred to Yah'sha'rah'lah Inc.

Other provisions relating to the merger are as follows:

PLAN OF MERGER

**Pursuant to Florida Statutes § 617.1101 and § 617.1105 and
Ecclesiastical Law**

PARTIES TO THE MERGER

Surviving Ecclesiastical Corporation:

YAH'SHA'RAH'LAH INC

Florida Not-for-Profit Corporation

Document No.: N23000009475

Jurisdiction: Florida, United States (Religious nonprofit; exempt under § 508(c)(1)(A) of the Internal Revenue Code)

Merging Foreign Ecclesiastical Entities:

i. YAH'SHA'RAH'LAH & 'ASHAYAH G (Scotland)

- o Company No.: SC825221
- o Formed under: UK Companies Act 2006

ii. YAHAVAH SO REAL & GSUWOO (England)

- o Company No.: 16000967
- o Formed under: UK Companies Act 2006

iii. YAH'SHA'RAH'LAH & 'ASHAYAH G (France)

- o Association No.: W751279573
- o Registered under: French Law of 1901 (Loi de 1901)

RECITALS

WHEREAS, each of the above entities was formed for the ecclesiastical, spiritual, and charitable mission of advancing sacred religious teachings, community development, and cross-border humanitarian efforts under the unifying governance of the **YAHAVAH KORESH IRREVOCABLE TRUST**;

WHEREAS, the merging entities have resolved to consolidate and streamline operations under the spiritual leadership of the Surviving Corporation to maintain theological consistency, safeguard religious freedoms, and assert ecclesiastical autonomy;

WHEREAS, the merger is in accordance with Section 617.1101 and Section 617.1105 of the Florida Not For Profit Corporation Act and shall be executed with full recognition of the First Amendment to the U.S. Constitution, protecting free exercise of religion and separation of church and state;

NOW, THEREFORE, the parties agree as follows:

1. TERMS AND CONDITIONS OF MERGER

1.1. This ecclesiastical merger is governed by the terms set forth herein, and is executed in accordance with the Florida Not For Profit Corporation Act (Fla. Stat. §§ 617.1101–1105), applicable foreign nonprofit laws, and under the spiritual authority granted by the governing ecclesiastical body.

1.2. **Surviving Corporation:** The surviving entity of this merger shall be **YAH'SHA'RAH'LAH INC**, a Florida nonprofit religious corporation organized and operating under ecclesiastical law and the protections of the First Amendment to the United States Constitution. It shall continue to exist as a sovereign religious body with full legal and spiritual continuity.

1.3. **Transfer of Rights and Assets:** Upon the effectiveness of this merger, all ecclesiastical authority, spiritual property, religious records, charitable assets, sacred trusts, ministerial offices, and intangible rights of the merging entities shall be automatically transferred to and vested in the Surviving Corporation. No additional acts or transfers shall be required to effectuate such vesting under Fla. Stat. § 617.1106.

1.4. **Continuity of Ecclesiastical Governance:** All canon laws, religious ordinances, ecclesiastical directives, and spiritual authority formerly exercised by the merging entities shall continue seamlessly under the unified governance of the Surviving Corporation's Ecclesiastical Council and Founding Trust, without interruption or subjection to secular authority, except as ministerially required for civil filings.

1.5. **Dissolution of Merging Entities:** Each merging corporation (organized in Scotland, England, and France) shall be dissolved in accordance with the laws of its jurisdiction and the terms of this Plan, with their respective legal existences terminating solely for secular recognition

purposes. Their ecclesiastical missions and legacies shall continue under the Surviving Corporation.

1.6. Non-Assumption of Civil Liabilities: The Surviving Corporation shall not assume or be responsible for any commercial debts, liabilities, or obligations inconsistent with its religious mission or not lawfully incurred in furtherance of its exempt purposes as defined under Internal Revenue Code § 501(c)(3) and § 508(c)(1)(A).

1.7. Amendment of Ecclesiastical Charter: The Surviving Corporation shall amend its Articles of Incorporation and Ecclesiastical Charter to reflect:

- The integration of international religious ministries;
- Its governance under ecclesiastical law;
- Its claim of jurisdictional independence under the First Amendment and applicable treaty and customary international law (e.g., Article 9, European Convention on Human Rights).

1.8. Tax-Exempt and Ecclesiastical Status: The Surviving Corporation affirms that it shall:

- Remain exempt from federal income tax under IRC § 501(c)(3);
- Operate as a church not required to file Form 1023 under IRC § 508(c)(1)(A);
- Be entitled to ecclesiastical immunity from secular interference in internal religious affairs (see *Hosanna-Tabor Evangelical Lutheran Church v. EEOC*, 565 U.S. 171 (2012)).

1.9. Effectiveness: This merger shall become effective upon:

- The filing of Articles of Merger with the Florida Department of State, or
- The later effective date established by the laws of the foreign jurisdictions in which the merging corporations are organized.

2. EFFECTIVE DATE

2.1. This merger shall become effective on the later of the following dates:

- a. The date and time at which the **Articles of Merger** are filed and accepted by the **Florida Department of State, Division of Corporations**, in accordance with Section 617.0123 and Section 617.1105(2), Florida Statutes;

OR

- b. The effective date and time provided by the applicable governing law of the foreign merging entities, including but not limited to:
 - **Companies Act 2006** (England and Scotland),
 - **French Law of 1 July 1901** governing associations,
 - Any ecclesiastical charter or canon provision governing the timing of recognition and consolidation of ecclesial functions.

2.2. If no specific time is designated under the foreign organic laws, the effective date shall default to the filing date in Florida, as listed in the official records of the Department of State.

3. ADOPTION AND APPROVAL

3.1. This Plan of Merger has been duly authorized, adopted, and approved by each constituent corporation in accordance with the requirements of their respective governing laws and governing documents, as follows:

- a. **Surviving Entity – YAH'SHA'RAH'LAH INC (Florida):**
The Plan of Merger was adopted by the Board of Directors of the Surviving Corporation on _____, 2025, in accordance with Section 617.1103 and Section 617.0820, Florida Statutes. No membership vote was required, as the Surviving Corporation has no statutory members entitled to vote under its articles of incorporation and bylaws.
- b. **Merging Entity – YAH'SHA'RAH'LAH & 'ASHAYAH G (Scotland):**
The merger was approved by resolution of the governing body in accordance with the **UK Companies Act 2006** and ecclesiastical directives adopted by the ministry council.
- c. **Merging Entity – YAHAVAH SO REAL & GSUWOO (England):**
The merger was adopted by written resolution of the directors and members, in accordance with the Companies Act 2006 and the organization's governing religious constitution.
- d. **Merging Entity – YAH'SHA'RAH'LAH & 'ASHAYAH G (France):**

The merger was adopted in accordance with the **statutes of the Association** pursuant to **Article 5 of the French Law of 1901**, with approval of its governing assembly and in harmony with its ecclesiastical framework.

3.2. Each signatory entity affirms that all requisite consents, authorizations, and votes have been lawfully obtained, and that the ecclesiastical leadership of each organization has authorized the merger in accordance with its internal canon law, spiritual charter, or trust deed, thereby rendering the merger binding and enforceable.

4. SIGNATURES

Pursuant to the laws of their respective jurisdictions and in accordance with the governing documents and ecclesiastical authority of each merging entity, the undersigned hereby certify that this Plan of Merger was duly approved and adopted by each merging entity in accordance with their applicable governing law or ecclesiastical process, and further affirm their intention to merge under the spiritual leadership and legal continuity of **YAH'SHA'RAH'LAH INC**, the surviving ecclesiastical body.

Each signatory affirms their authority to execute this Plan of Merger on behalf of their respective entity.

A. SURVIVING CORPORATION

YAH'SHA'RAH'LAH INC

Florida Ecclesiastical Not-For-Profit Corporation

Document Number: N23000009475

By: TX

Ashayah Ahayah

President and Ecclesiastical Head

Date: 07/08/2025

B. MERGING CORPORATION (SCOTLAND)

YAH'SHA'RAH'LAH & 'ASHAYAH G

Company No.: SC825221

Registered under: UK Companies Act 2006

By: TX
Name: Ashayah Athayah
Title: Authorized Representative
Date: 07/08/25

C. MERGING CORPORATION (ENGLAND)

YAHAVAH SO REAL & GSUWOO

Company No.: 16000967

Registered under: UK Companies Act 2006

By: TX
Name: Ashayah Athayah
Title: Authorized Representative
Date: 07/08/25

D. MERGING CORPORATION (FRANCE)

YAH'SHA'RAH'LAH & 'ASHAYAH G

Association No.: W751279573

Registered under: French Law of 1901

By: TX
Name: Ashayah Athayah
Title: Authorized Representative
Date: 07/08/25