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(City/State/Zip/Phone #)

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **VERA AUTOMOTIVE, INC.**

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Alejandro Crespo

Contact Person

Vera Cadillac-Buick-GMC

Firm/Company

300 S. University Drive

Address

Pembroke Pines, FL 33025

City/State and Zip Code

AlexC@veramotors.com

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

For further information concerning this matter, please call:

Alejandro Crespo

Name of Contact Person

At (**954**) **517-7910**

Area Code & Daytime Telephone Number

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

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

IMPORTANT NOTICE: Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

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ARTICLES OF MERGER

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 entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
VERA AUTOMOTIVE, INC.	FL	Corp.	P06000088766

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
VERA-WILLIAMSON AUTOMOTIVE, INC.	FL	Corp.	P04000117152

THIRD: The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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FILED
CLERK OF CIRCUIT COURT
JACKSONVILLE, FLORIDA

FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

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EIGHTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

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.

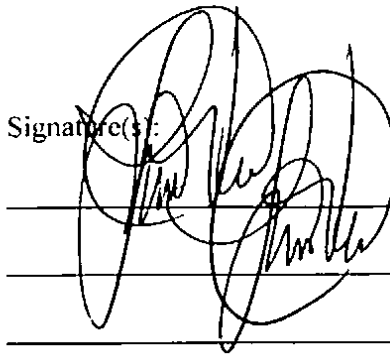
NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

VERA AUTOMOTIVE, INC.

VERA-WILLIAMSON AUTOMOTIVE, INC.

Signature(s):



Typed or Printed
Name of Individual:

Louis Vera

Louis Vera

Corporations:

General partnerships:

Florida Limited Partnerships:

Non-Florida Limited Partnerships:

Limited Liability Companies:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

Signature of a general partner or authorized person

Signatures of all general partners

Signature of a general partner

Signature of an authorized person

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**ARTICLES OF MERGER
CONTAINING THE
AGREEMENT AND PLAN OF MERGER**

THESE ARTICLES OF MERGER, dated as of December 31, 2024, are entered into by and between VERA-WILLIAMSON AUTOMOTIVE, INC., a Florida corporation ("**VWA**") and Vera Automotive, Inc., a Florida corporation ("**VA**"), to effectuate the merger of VWA with and into VA (the "**Merger**") under Section 368(a)(1)(F) of the Internal Revenue Code of 1986. VWA and VA are hereinafter collectively referred to as the "**Constituent Corporations**". VA is sometimes hereinafter referred to as the "**Surviving Corporation**". This Agreement and Plan of Merger is intended to be filed with the state of Florida as the Articles of Merger required by Section 607.1105 of the Florida Business Corporation Act (the "**Act**").

RECITALS

A. VWA owns all of the outstanding shares of common stock of VA, which is the only class outstanding (the "**VA Common Stock**").

B. VA and VWA have agreed that VA and VWA shall merge with VA to be the Surviving Corporation. The Merger has been approved by the Boards of Directors of the Constituent Corporations on December 31, 2024. The issuance of the VA shares of Common Stock pursuant to Section 5 hereof has also been approved by the VA Board of Directors on December 31, 2024.

C. In respect of VA, VWA, as the holder of all of the outstanding shares of common stock of VA, the only class of shares outstanding, has approved the Merger by written consent action dated December 31, 2024. The number of votes cast by VWA as the sole shareholder of VA was sufficient for the approval of the Merger.

NOW, THEREFORE, in order to prescribe (a) the terms and conditions of the Merger; (b) the method of carrying the same into effect; (c) the manner and basis of converting and exchanging the shares of VWA Common Stock into shares of VA Common Stock; and (d) such other details and provisions as are deemed necessary or desirable; and in consideration of the foregoing recitals and the agreements, provisions and covenants herein contained, VWA and VA hereby agree as follows:

1) **Effective Date.** The Merger shall become effective upon the filing of a copy of these Articles of Merger with the Department of State of Florida. The date and time on which the Merger becomes effective is hereinafter referred to as the "**Effective Date**".

2) **Merger.** At the Effective Date, VWA shall merge with and into VA with VA being the Surviving Corporation and the separate corporate existence of VWA shall cease. The corporate identity, existence, purposes, franchises, powers, rights and

immunities of VWA at the Effective Date shall be merged into VA which shall be fully vested therewith. VA shall be subject to all of the debts and liabilities of VWA as if VA had itself incurred them and all rights of creditors and all liens upon the property of each of the Constituent Corporations shall be preserved unimpaired, provided that such liens, if any, upon the property of VA shall be limited to the property affected thereby immediately prior to the Effective Date.

3) **Certificate of Incorporation and Bylaws.** From and after the Effective Date, the Amended and Restated Certificate of Incorporation of VA, as in effect immediately prior to the Effective Date, will be the Certificate of Incorporation of the Surviving Corporation, until altered, amended, or repealed in accordance with the laws of the State of Florida. From and after the Effective Date, the Bylaws of VA, as in effect immediately prior to the Effective Date, will be the Bylaws of the Surviving Corporation, until altered, amended, or repealed in accordance with the laws of the State of Florida.

4) **Directors and Officers.** The number of directors of VA serving in such capacity immediately prior to the Effective Date will be the number of directors of the Surviving Corporation from and after the Effective Date, until such number is altered in accordance with the laws of the State of Florida and Bylaws of the Surviving Corporation. The directors of VA immediately prior to the Effective Date will be the directors of the Surviving Corporation from and after the Effective Date and will hold office from and after the Effective Date in accordance with the Bylaws of the Surviving Corporation until their respective successors are duly appointed or elected and qualified. The officers of VA immediately prior to the Effective Date will be the officers of the Surviving Corporation from and after the Effective Date and will hold the same offices from and after the Effective Date in accordance with the Bylaws of the Surviving Corporation until their respective successors are duly appointed or elected and qualified.

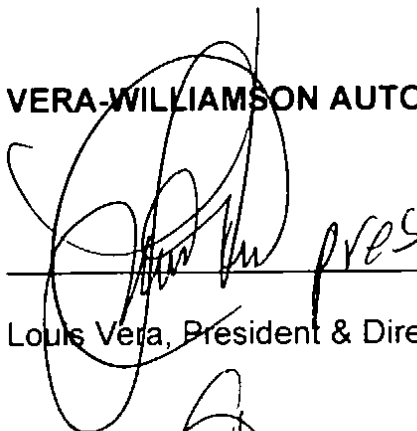
5) **Effect of Merger on Outstanding Shares, Options and Warrants.** At the Effective Date, each share or fractional share of VWA Common Stock issued and outstanding immediately prior to the Effective Date of the Merger shall be converted into one share of VA Common Stock, or an equal fraction thereof, having the same designations, rights, powers and preferences, and qualifications, limitations and restrictions thereof unaffected by the Merger. At the Effective Date, each share of VA Common Stock issued and outstanding immediately before the Effective Date shall be cancelled.

6) **Other Provisions.** This Agreement shall be governed by and construed in accordance with the laws of the State of Florida. These Articles of Merger may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one agreement. Each party to this Agreement shall from time to time upon the request of any other party, execute and deliver and file and record all such documents and instruments and take all such other action as such corporation may request in order to vest or evidence the vesting in VA of title to and possession of all rights, properties, assets

and business of VWA to the extent provided herein, or otherwise to carry out the full intent and purpose of this Agreement.

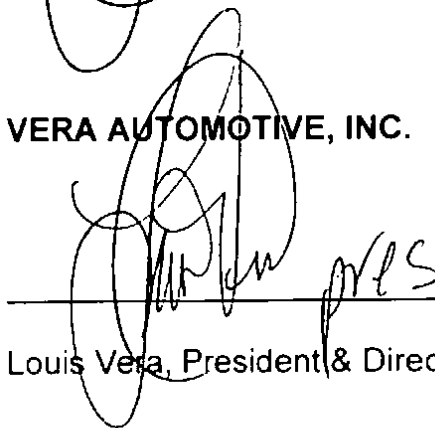
IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed on behalf of the parties hereto as of the day and year first above written.

VERA-WILLIAMSON AUTOMOTIVE, INC.

A large, stylized handwritten signature in black ink, appearing to read 'Louis Vera', is written over a horizontal line. To the right of the signature, the word 'pres' is handwritten.

Louis Vera, President & Director

VERA AUTOMOTIVE, INC.

A large, stylized handwritten signature in black ink, appearing to read 'Louis Vera', is written over a horizontal line. To the right of the signature, the word 'pres' is handwritten.

Louis Vera, President & Director

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**UNANIMOUS CONSENT OF THE SHAREHOLDERS OF
VERA-WILLIAMSON AUTOMOTIVE, INC.
IN LIEU OF SPECIAL MEETING**

Pursuant to §607.0704 of the Florida Business Corporation Act, the undersigned being all the shareholders of VERA-WILLIAMSON AUTOMOTIVE, INC., a Florida corporation, (the "**Corporation**") acting without notice or a meeting, hereby waive notice and the holding of such meeting and consent to, adopt, and vote in favor of the following resolution:

WHEREAS, the Articles of Merger and Agreement and Plan of Merger, annexed to this Action as Exhibit A, has been submitted to the Shareholders, and

WHEREAS, the Shareholders after due consideration of the plan has determined the validity thereof and in their unanimous opinion deemed it advisable to Merge this corporation with Vera Automotive, Inc. forthwith, and after its unanimous vote favoring adoption of the Plan of Merger of the Corporation, be it

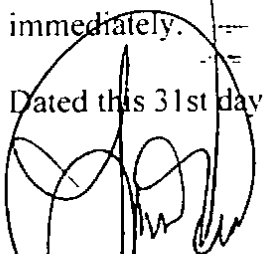
RESOLVED, that the Plan of Merger be and the same hereby is approved; and that the board and officers are hereby directed and authorized to take all steps required by law and otherwise necessary and appropriate to carry out the plan and wind up the affairs of the corporation.

This Action has been prepared and executed in accordance with the laws of the State of Florida. This Action may be signed in one or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one instrument. Capitalized terms not defined herein shall have the meanings ascribed to them in the By-laws of the Corporation.

This Action shall be filed with the minutes of the proceedings of the Directors of the Corporation and said resolutions shall have the same force and effect as if they were adopted at a meeting at which the undersigned was personally present.

IN WITNESS WHEREOF, the undersigned have executed this Action to be effective immediately.

Dated this 31st day of December, 2024.



Louis Vera



Richard L. Gonzalez

2025 APR 18 PM 1:47

**UNANIMOUS CONSENT OF THE SHAREHOLDERS OF
VERA AUTOMOTIVE, INC.
IN LIEU OF SPECIAL MEETING**

Pursuant to §607.0704 of the Florida Business Corporation Act, the undersigned being all the shareholders of VERA AUTOMOTIVE, INC., a Florida corporation, (the "**Corporation**") acting without notice or a meeting, hereby waive notice and the holding of such meeting and consent to, adopt, and vote in favor of the following resolution:

WHEREAS, the Articles of Merger and Agreement and Plan of Merger, annexed to this Action as Exhibit A, has been submitted to the Shareholders, and

WHEREAS, the Shareholders after due consideration of the plan has determined the validity thereof and in their unanimous opinion deemed it advisable to Merge this corporation with Vera - Williamson Automotive, Inc. forthwith, and after its unanimous vote favoring adoption of the Plan of Merger of the Corporation, be it

RESOLVED, that the Plan of Merger be and the same hereby is approved; and that the board and officers are hereby directed and authorized to take all steps required by law and otherwise necessary and appropriate to carry out the plan.

This Action has been prepared and executed in accordance with the laws of the State of Florida. This Action may be signed in one or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one instrument. Capitalized terms not defined herein shall have the meanings ascribed to them in the By-laws of the Corporation.

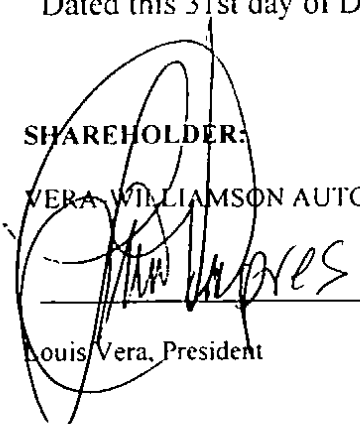
This Action shall be filed with the minutes of the proceedings of the Directors of the Corporation and said resolutions shall have the same force and effect as if they were adopted at a meeting at which the undersigned was personally present.

IN WITNESS WHEREOF, the undersigned have executed this Action to be effective immediately.

Dated this 31st day of December, 2024.

SHAREHOLDER:

VERA WILLIAMSON AUTOMOTIVE, INC.



Louis Vera, President

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FILED
CLERK OF COURT
JANUARY 10 2025