

P08000059952

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

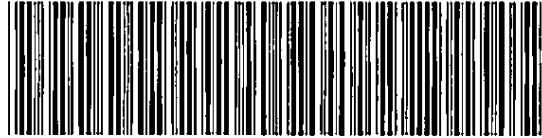
(Document Number)

Certified Copies _____

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Office Use Only



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merged

11/14/23 --01004 --000 \$478.75

FILED
2023 NOV 13 AM 8:50

RECEIVED

A. RAMSEY
NOV 17 2023

PROFESSIONAL SERVICE
DIVISION OF REVENUE
TALLAHASSEE, FLORIDA

2023 NOV 13 PM 3:07

**00789, 00524, 00671*



FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 14, 2023

FLORIDA RESEARCH & FILING SERVICES, INC.

TALLAHASSEE, FL 32310

SUBJECT: THREE SUPER SISTERS CORPORATION
Ref. Number: P08000059952

We have received your document for THREE SUPER SISTERS CORPORATION and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please include a statement that the surviving entity exists before the merger and is a domestic filing entity. Please see the attached form (fourth paragraph).

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
OPS

Letter Number: 123A00026342

RESUBMITTING
W/ CORRECTIONS
PLEASE RETAIN
ORIGINAL SUBMISSION
DATE

RECEIVED
2023 NOV 16 PM 1:59
DIVISION OF STATE
TALLAHASSEE, FLORIDA

FLORIDA RESEARCH & FILING SERVICES, INC.

4044 LONGLEAF CT

TALLAHASSEE, FL 32310

PH: 850-524-4381

PLEASE FILE THE ATTACHED MERGER FOR:

THREE SUPER SISTERS CORPORATION

PLEASE RETURN A CERTIFIED COPY

CHECK: #9765

AMOUNT: \$78.75

THANK YOU

FILED

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

2023 NOV 13 AM 8:50

FIRST: The exact name, street address of its principal office, jurisdiction of each party to the merger:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Three Super Sisters Corporation 890 S Dixie Hwy Coral Gables, FL 33146	Florida	Corporation

Florida Document/Registration Number: P08000059952

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
S R 11, Corporation 890 S Dixie Hwy Coral Gables, FL 33146	Florida	Corporation

Florida Document/Registration Number: P14000070069

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Three Super Sisters Corporation 890 S Dixie Hwy Coral Gables, FL 33146	Florida	Corporation

Florida Document/Registration Number: P08000059952

THIRD: The attached Plan of Merger meets the requirements of section 607.1103 Florida Statutes, and was approved by all of the shareholders of each domestic corporation that is a party to the merger in accordance with Chapter 607 Florida Statutes.


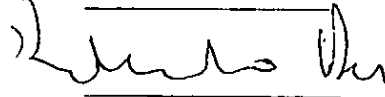
FOURTH: The Plan of Merger was adopted by the shareholder of the surviving corporation on November 13, 2023.

FIFTH: The Plan of Merger was adopted by the shareholder of the merging corporation on November 13, 2023.

SIXTH: The merger shall be effective the date of filing of these Articles of Merger.

SEVENTH: The surviving entity exists before the merger and is a domestic filing entity.

Signature(s) for each party:

<u>NAME OF ENTITY:</u>	<u>SIGNATURES:</u>	<u>PRINTED NAME OF INDIVIDUAL AND TITLE:</u>
Three Super Sisters Corporation		Roberto Siqueira Rosa, President
S R 11, Corporation		Roberto Siqueira Rosa, President

PLAN OF MERGER

Merger between S R 11, CORPORATION, a Florida corporation (the "Disappearing Corporation" or "SR 11"), and THREE SUPER SISTERS CORPORATION, a Florida corporation (the "Surviving Corporation" or "3SSC"). The following plan of merger was adopted and approved by the shareholders of SR 11 and 3SSC in accordance with section 607.1103, Florida Statutes, et seq. of the Florida Business Corporation Act (the "Act") on this 13th day of November 2023.

FIRST: The exact name and jurisdiction of each **merging** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
S R 11, Corporation 890 S Dixie Hwy Coral Gables, FL 33146	Florida
Three Super Sisters Corporation 890 S Dixie Hwy Coral Gables, FL 33146	Florida

SECOND: The exact name and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Three Super Sisters Corporation 890 S Dixie Hwy Coral Gables, FL 33146	Florida

THIRD: Articles of Incorporation. The Articles of 3SSC shall, without any changes, be the Articles of the Surviving Corporation from and after the Effective Date until amended as permitted by law.

FOURTH: Rights of Shareholders of the Constituent Entities. Upon the Effective Date, the shares of common stock of SR 11 outstanding at that time shall without more be converted into and exchanged, pro-rata, for shares of common stock of 3SSC in accordance with this Plan. Each share of common stock of 3SSC that is issued and outstanding on the Effective Date shall continue as issued and outstanding shares of common stock of 3SSC.

FIFTH: Satisfaction of Rights of Shareholders of SR 11. Upon the Effective Date, all shares of 3SSC stock into which the shares of SR 11 shall have been converted, and for which the interests of SR 11 shareholders become exchangeable pursuant to this Plan shall be deemed to have been fully paid and non-assessable.

SIXTH: Effect of Merger. On the Effective Date, the separate existence of SR 11 shall cease, and (a) real property and other property, including any interest therein and all title thereto, owned by, and every contract right possessed by SR 11 shall become the property and contract rights of and become vested in 3SSC, without transfer, reversion, or impairment, (b) all debts, obligations, and other liabilities of SR 11 shall become debts, obligations, and liabilities of 3SSC, and (c) all the rights, privileges, franchises, and immunities of SR 11 shall become the rights, privileges, franchises, and immunities of 3SSC, and (d) all the property and contract rights of 3SSC in existence before the merger shall remain its property and contract rights without transfer, reversion,

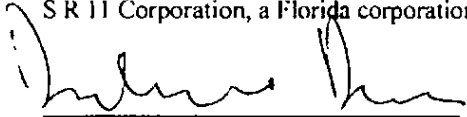
or impairment, 3SSC shall remain subject to all of its debts, obligations, and other liabilities in existence before the merger, and 3SSC shall continue to hold all of its rights, privileges, franchises, and immunities in existence before the merger, all as more particularly set forth in Section 607.1106 of the Act.

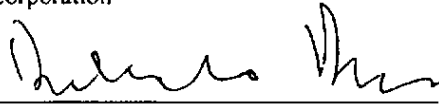
SEVENTH: Further Action Required. If at any time after the Effective Date, SR 11 or 3SSC shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out provisions of this Plan, the appropriate officers of SR 11 or 3SSC as the case may be, whether past or remaining in office, shall execute and deliver upon the request of SR 11 or 3SSC, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in 3SSC, or to otherwise carry out the provisions of this Plan.

EIGHTH: Filing with the Florida Department of State and Effective Date. SR 11 and 3SSC shall cause their respective President to execute Articles of Merger in the form attached hereto; and upon such execution, this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth therein and shall become an exhibit to such Articles of Merger. Thereupon, such Articles of Merger shall be delivered for filing by 3SSC to the Florida Department of State and the filing date of the Articles shall be considered the Effective Date.

NINTH: Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by any one of SR 11 or 3SSC which is, or the shareholders of which are, entitled to the benefit thereof by action taken by the Board of Directors of such party, or may be amended or modified in whole or in part at any time prior to the vote of the shareholders of SR 11 or 3SSC by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 607.1103 of the Act.

Dated on the first date written above.

SR 11 Corporation, a Florida corporation
By: 
Roberto Siqueira Rosa, President

Three Super Sisters Corporation, a Florida corporation
By: 
Roberto Siqueira Rosa, President