

Florida Department of State

Division of Corporations
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(((H22000150745 3)))

effective date 4-30-22

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merger &

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: aesanchez@fowler-white.com

**MERGER OR SHARE EXCHANGE
LA DORIS INVESTMENTS, CORP**

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SECRETARY OF STATE
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May 12, 2022

FLORIDA DEPARTMENT OF STATE
Division of Corporations

LA DORIS INVESTMENTS, CORP.
5805 BLUE LAGOON DR
STE 200
MIAMI, FL 33126

SUBJECT: LA DORIS INVESTMENTS, CORP.
REF: P11000052234

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please accept our apology for failing to mention this in our previous letter.

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Diana Cushing
Senior Section Administrator

FAX Aud. #: H22000150745
Letter Number: 622A00010883

*Attached
please find the
Annual Reports
for both*

effective date 4-30-22

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ARTICLES OF MERGER

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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)
La Doris Investments Corp	Florida	Corp	P11000052234

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)
Ficus Corp	Florida	Corp.	P17000101296

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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Audit No. H22000150745 3**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 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:

FICUS CORP

Signature(s):

Paula Uribe

Typed or Printed
Name of Individual:

PAULA URIBE - President

NICOLAS URIBE - Secretary

LA DORIS INVESTMENTS CORP

Paula Uribe

PAULA URIBE - President

NICOLAS URIBE - Secretary

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

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PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER ("Plan") is made this 19th day of April, 2022, by and between FICUS CORP., a Florida corporation ("Merging Entity"), and LA DORIS INVESTMENT, CORP., a Florida corporation ("Surviving Entity"), said entities hereinafter collectively referred to as "Constituent Entities."

WITNESSETH:

WHEREAS, Surviving Entity was incorporated in the State of Florida on June 3, 2011, and has authorized capital stock of One Hundred (100) shares of common stock with no par value (all of which are entitled to vote), and of which 100 shares of common voting stock are duly issued and outstanding, and are owned 100% by the Merging Entity; and

WHEREAS, Merging Entity was duly incorporated in the State of Florida on June 2, 2011, and has authorized capital stock of one hundred (100) shares of common stock with no par value (all of which are entitled to vote); and

WHEREAS, the Board of Directors and Shareholders of Merging Entity and the Board of Directors and Shareholder of Surviving Entity deem it advisable and to their advantage and welfare, and in their best interests to enter into this Plan, and have adopted Resolutions on April 19th 2022 which provide that pursuant to the applicable provisions of the Florida Business Corporation Act, Merging Entity shall be merged with and into Surviving Entity in order to combine the assets and businesses of the Constituent Entities for the purposes of (i) simplification of business records and tax paperwork, (ii) elimination of duplicate work and expenses in administration and accounting, and (iii) to achieve a more efficient operation having greater resources in the conduct of their business.

NOW, THEREFORE, in consideration of the mutual premises and agreements herein contained, the Constituent Entities have agreed, and do hereby agree, to merge upon the terms and conditions set forth below:

1. Recitals. The recitals hereinabove are true and correct and are incorporated herein.

2. Agreement to Merge. The Constituent Entities hereby agree that upon the "Effective Date" as hereinafter defined, the Merging Entity shall be merged into the Surviving

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Entity, and the Surviving Entity shall succeed to all of the rights, privileges, immunities and franchises, and all of the properties, real, personal and mixed, of the Merging Entity, without the necessity of any separate transfer. The Surviving Entity shall thereafter be responsible and liable for all of the liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

3. Name of Surviving Entity. The name of the Surviving Entity shall become: LA DORIS INVESTMENT, CORP.

4. Articles of Incorporation. The Articles of Incorporation of the Surviving Entity in effect on the Effective Date shall be the Articles of Incorporation of said Surviving Entity and shall continue in full force and effect.

5. By-Laws. The By-Laws of the Surviving Entity in effect on the Effective Date of the merger will be the By-Laws of said Surviving Entity and will continue in full force and effect.

6. Management. The Surviving Entity shall continue to be managed under the direction of the Board of Directors, except as April be otherwise provided by law or in the Articles of Incorporation and/or By-Laws of the Surviving Entity.

7. Mode of Effecting Merger. The mode of carrying said merger into effect, and the manner and basis of converting the shares of the Merging Entity into membership interests of the Surviving Entity, shall be as follows:

a. Since all of the issued and outstanding shares in the Merging Entity and all of the issues and outstanding shares in the Surviving Entity are owned by the same persons in the same percentages, no additional membership interests need be issued by the Surviving Entity to reflect the ownership interests of the shareholders of the Merging Entity after the Effective Date. Upon the Effective Date of the merger, each shareholder of the Merging Entity shall surrender his or her stock certificate or certificates to the Surviving Entity and such certificate or certificates shall be canceled. The then outstanding membership interests of the Surviving Entity shall continue thereafter to constitute all of the outstanding membership interests in the Surviving Entity.

8. Adoption of Plan. Pursuant to the applicable statutory provisions of the State of Florida, the within merger has been approved by all of the shareholders and all of the directors of the Surviving Entity and by all of the shareholders and all of the directors of the Merging Entity.

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9. Execution of Documents. In the event that the merger of the Merging Entity with and into the Surviving Entity shall have been fully authorized in accordance with the provisions of the Florida Business Corporation Act, the Merging Entity and the Surviving Entity hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

10. Authorization of Directors and Officers. The Board of Directors and the proper officers of the Merging Entity and the Board of Directors and the proper officers of the Surviving Entity, respectively, are hereby authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents, which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan.

11. Effective Date. This Plan shall become effective on the close of business on April 30, 2022 (the "Effective Date"). Neither of the Constituent Entities shall, prior to the Effective Date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the Constituent Entities April take any and all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

12. Right to Abandon Merger. The Board of Directors of the Merging Entity, and the Board of Directors of the Surviving Entity, respectively, shall have the power in their discretion, prior to the Effective Date, to abandon the merger provided for herein.

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IN WITNESS WHEREOF, the Constituent Entities have caused their respective corporate names to be signed hereto, by their respective officers, who are duly authorized by the respective Board of Directors and shareholders of the Constituent Entities.

MERGING ENTITY:

Ficus Corp., a Florida corporation

By: Paula Uribe
Paula Uribe, President

By: Nicolas Uribe
Nicolas Uribe, Secretary

SURVIVING ENTITY:

LA DORIS INVESTMENT, CORP., a Florida corporation

By: Paula Uribe
Paula Uribe, President

By: Nicolas Uribe
Nicolas Uribe, Secretary

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