

P130000010659

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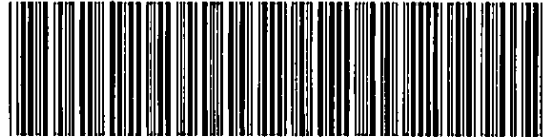
(Business Entity Name)

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** EXPO HOME DECOR 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:

JOSE G TORRES

\_\_\_\_\_  
Contact Person

JOSE G TORRES CPA

\_\_\_\_\_  
Firm/Company

900 SW 142 AVE

\_\_\_\_\_  
Address

PEMBROKE PINES, FL 33027

\_\_\_\_\_  
City/State and Zip Code

JTORRES6@HOTMAIL.COM

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

For further information concerning this matter, please call:

JOSE G TORRES

\_\_\_\_\_  
Name of Contact Person

At ( 786 ) 715-5669

\_\_\_\_\_  
Area Code & Daytime Telephone Number

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

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

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

# **ARTICLES OF MERGER**

(Profit Corporations)

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 corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
EXPO HOME DECOR INC	FLORIDA	P13000010659

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
EXPO HOME DECOR MIAMI INC	FLORIDA	P16000083270
SEGUSO HOME IMPORTS INC	FLORIDA	P18000046244

**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** 10 / 01 / 2019 (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.

**Fifth:** Adoption of Merger by surviving corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on 09/30/2019.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by merging corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on 09/30/2019.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Expo Home Decor Inc

Juan C. Toro, President

Seguso Home Imports Inc.

Juan C. Toro, President

Expo Home Decor Miami Inc.

Luis Toro, President

## **PLAN OF MERGER**

**(Non Subsidiaries)**

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

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

<u>Name</u>	<u>Jurisdiction</u>
Expo Home Decor Inc	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Expo Home Decor Miami, Inc.	Florida
Seguso Home Imports Inc.	Florida

**Third:** The terms and conditions of the merger are as follows:

3.1 Merger Date: October 1st, 2019

3.2 Merger: Expo Home Decor Miami Inc. and Seguso Home Imports Inc. shall be merged with and into Expo Home Decor Inc. in accordance with the Florida Business Corporation Act. Expo Home Decor Inc. will be the surviving corporation resulting from the Merger and shall continue to exist and to be governed by the laws of the State of Florida. Expo Home Decor Inc. shall assume all of the liabilities of the Expo Home Decor Miami Inc. and Seguso Home Imports Inc.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

*(Attach additional sheets if necessary)*

## **PLAN OF MERGER**

**Expo Home Décor Inc. (Surviving Corporation)**

**Expo Home Décor Miami, Inc. (Merging Corporation)**

**Seguso Home Imports Inc. (Merging Corporation)**

### **Attachment to Plan of Merger**

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

Each share of Expo Home Decor Miami, Inc. and Seguso Home Imports Inc. common stock that is issued and outstanding immediately prior to the merger date shall be unchanged by the Merger.

Each share of Expo Home Decor Miami, Inc. and Seguso Home Imports Inc. common stock that is issued and outstanding immediately prior to the merger date shall be canceled and retired at the Merger date without any conversion thereof and no payment shall be made with respect thereto.

After the Merger Date Expo Home Decor Inc., the shares issued and outstanding shall be converted as follow:

➡ Luis Toro shall be President and own 50.00% of the 100 issued and outstanding shares of Expo Home Decor Inc.

Juan C Toro shall be Vice-President and own 20.00% of the 100 issued and outstanding shares of Expo Home Decor Inc.

Sandra Toro shall be Vice-President and own 20.00% of the 100 issued and outstanding shares of Expo Home Decor Inc.

Jennifer Toro shall be Secretary and own 10.00% of the 100 issued and outstanding shares of Expo Home Decor Inc.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

Officer/Director Detail:

Luis Toro, President, 7553 SW 188th Ter, Cutler Bay, FL 33157

Juan Toro, VP, 7553 SW 188th Terr, Cutler Bay, FL 33157

Sandra Toro, VP, 7553 SW 188th Terr, Cutler Bay, FL 33157

Jennifer Toro, Secretary, 7553 SW 188th Terr, Cutler Bay, FL 33157

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows: