

PI4000076544

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

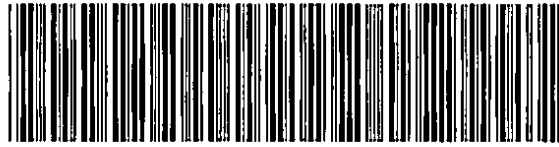
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
19 DEC 13 AM 5:05

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DEC 13 2019

D CUSHING

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: BOOKCASE LITERARY AGENCY CORP, a California Company  
Name of Surviving Corporation

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

Please return all correspondence concerning this matter to following:

CAROLINE LARSON  
Contact Person

LARSON ACCOUNTING GROUP  
Firm/Company

7901 KINGSPONTE PARKWAY STE 17  
Address

ORLANDO, FL 32819  
City/State and Zip Code

CONSULTING@LARSONACC.COM  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

FLAVIA VIOTTI RIBEIRO At ( 407 ) 3703686  
Name of Contact Person 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

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DIVISION OF CORPORATIONS  
19 DEC 13 AM 5:05



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 18, 2019

CAROLINE LARSON  
LARSON ACCOUNTING GROUP  
7901 KINGSPONTE PARKWAY STE 17  
ORLANDO, FL 32819

SUBJECT: BOOKCASE LITERARY AGENCY CORP  
Ref. Number: F14000076544

2019 DEC 13 PM 1:52

We have received your document for BOOKCASE LITERARY AGENCY CORP and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger should include 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.

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.

Diane Cushing  
Senior Section Administrator

Letter Number: 519A00023654

Dear Sir/Madam,

Please see attached sheet with the answer to the requirements made. Please let us ~~know~~ know if anything else needs to be done.

Thank you.

consulting@larsenacc.com

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
19 DEC 13 AM 5:05

**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)
BOOKCASE LITERARY AGENCY CORP	CALIFORNIA	C4316721

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
BOOKCASE LITERARY AGENCY CORP	FLORIDA	P14000076544

**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**     /     /     (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 09/11/2019.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 09/11/2019 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 .

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

BOOKCASE/FL

Flavia Vitti

Flavia Viotti Ribeiro - President

BOOKCASE/ CA

Flavia Vitti

Flavia Viotti Ribeiro - 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>
BOOKCASE LITERARY AGENCY CORP	CALIFORNIA
_____	_____

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

<u>Name</u>	<u>Jurisdiction</u>
BOOKCASE LITERARY AGENCY CORP	FLORIDA
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

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

Company will continue its legal existance in another jurisdiction, namely the State of California subject to the same provisions on the initial By-Laws and acting in the same manner as per federal regulations.

**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)*

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:

1. All issues and outstanding shares of stock of the merging corporation are converted 1:1 to the surviving corporation. Thus, 1,000 total shares of stock of the merging corporation become 1,000 total shares of stock of the surviving corporation which now owns and continues any and all operation for the merging corporation in the state of FLORIDA.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

**OR**

Restated articles are attached:

Other provisions relating to the merger are as follows: