

P15000051496

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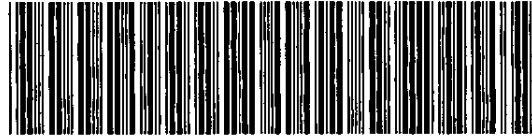
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SECRETARY OF STATE
DIVISION OF CORPORATIONS
2015 SEP 16 AM 9:16

Merger/cc

SEP 17 2015

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Zoom Companies 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:

Sara Salomon

Contact Person

Zoom Companies Inc.

Firm/Company

5280 N. Ocean Drive #2-F

Address

Singer Island, FL 33404

City/State and Zip Code

ssalomon@zoomcompaniesinc.com

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

For further information concerning this matter, please call:

Sara Salomon

Name of Contact Person

At (954) 6124356

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)

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DIVISION OF CORPORATIONS
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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)
Zoom Companies Inc.	Florida	P15000051496

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Ballroom Dance Fitness Inc.	Florida	P09000000431
Zoom Companies Inc.	Florida	P15000051496

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 _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on 8/24/2015 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 8/24/2015.

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)

Typed or Printed Name of Individual & Title

William Forhan, CEO

William Forhan, CEO

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:

Name

Jurisdiction

Zoom Companies Inc.

Florida

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

Name

Jurisdiction

Ballroom Dance Fitness Inc.

Florida

Zoom Companies Inc.

Florida

Third: The terms and conditions of the merger are as follows:
see attached.

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

Ballroom Dance Fitness Inc. ("BDF") Merger with Zoom Companies Inc. ("Zoom")
(Addendum to Articles of Merger/Additional Sheets provided to the State of Florida)

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

1. **Constituent Corporations.** BDF and Zoom shall be parties to the merger (the "Merger")
2. **Terms and Conditions of Merger.** Ballroom Dance Fitness Inc. shall, pursuant to the provision of Section 607.11045 of the Florida Business Corporation Act (the "FBCA"), be merged with and into Zoom Companies Inc., which shall continue to exist pursuant to the laws of the State of Florida. At the effective time of the Merger (upon filing with the state of Florida) (the "Effective Time"), the existence of Ballroom Dance Fitness Inc. shall cease. At the Effective Time and in accordance with the Section 607.1106 of the FBCA, Zoom Companies Inc. shall succeed to all of the property and be responsible and liable for all of the liabilities of Ballroom Dance Fitness Inc. Furthermore, at the Effective Time and in accordance with the Section 607.0202 of the FBCA, Zoom shall register Ballroom Dance Fitness, Inc., as a new wholly owned subsidiary of Zoom.

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:

3. **Capital Stock.** At the Effective Time:
 - a. Each share of common stock, par value \$0.0001 per share, of BDF issued and outstanding immediately prior to the Effective Time shall be converted into one share of common stock, par value \$0.0001 Per share, of Zoom
 - b. Each share of preferred stock, par value \$0.0001per share, of BDF issued and outstanding immediately prior to the Effective Time shall be converted into one share of preferred stock, par value \$0.0001 per share, of Zoom
4. **Certificates.** Until thereafter surrendered for transfer or exchange in the ordinary course, each outstanding share certificate that, immediately prior to the Effective Time, represented shares of BDF common stock and and attached preferred share purchase rights shall be deemed and treated for all corporate purposes to represent ownership of the number of shares of Zoom common stock and attached preferred share purchase rights into which such shares were converted pursuant to paragraph 1 above.

Other Provisions:

5. **Articles of Incorporation.** From the Effective Time, the Articles of Incorporation of Zoom immediately prior to the Effective Time shall be the Articles of Incorporation of the Surviving Corporation and shall continue in full force and effect until changed, altered, or amended as therein provided in the manner prescribed by the laws of the State of Florida, with no amendments at this time.
6. **Directors and Officers.** From and after the Effective Time, until successors are duly elected or appointed and qualified in accordance with applicable law, (a) the directors of BDF in office immediately prior to the Effective Time shall be the directors of the Surviving Corporation, and (b) the officers of Zoom immediately prior to the Effective Time shall continue to be the officers of the Surviving Corporation, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Bylaws of the Surviving Corporation.
7. **Effective Time.** The Merger shall become effective upon processing by the state of Florida.



William G. Forhan
CEO Ballroom Dance Fitness Inc.
CEO Zoom Companies Inc.

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

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

OR

Restated articles are attached:

Other provisions relating to the merger are as follows:

see attached