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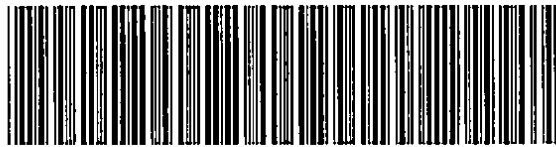


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8/26/20

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Prisco Consulting, Inc.

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Aaron Prisco

Contact Person

Prisco Consulting, Inc.

Firm/Company

2215 Ixora Avenue

Address

Sarasota, FL 34234

City/State and Zip Code

aprisco@yahoo.com

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

For further information concerning this matter, please call:

Aaron Prisco

Name of Contact Person

At ( 404 ) 876-1119

Area Code & Daytime Telephone Number

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

**Mailing Address:**

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

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

## ARTICLES OF MERGER

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)
<u>Prisco Consulting, Inc.</u>	<u>Florida</u>	<u>Corp</u>	<u>                    </u>

**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)
<u>Prisco Consulting, Inc.</u>	<u>Florida</u>	<u>Corp</u>	<u>                    </u>
<u>Prisco Consulting, Inc.</u>	<u>Georgia</u>	<u>Corp</u>	<u>                    </u>
<u>                                    </u>	<u>                    </u>	<u>                    </u>	<u>                    </u>
<u>                                    </u>	<u>                    </u>	<u>                    </u>	<u>                    </u>
<u>                                    </u>	<u>                    </u>	<u>                    </u>	<u>                    </u>

**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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**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 limited 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.

**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:

Signature(s):


Typed or Printed  
Name of Individual:

Prisco Consulting, Inc.



Aaron Prisco

Prisco Consulting, Inc.



Aaron Prisco

Corporations:

General partnerships:

Florida Limited Partnerships:

Non-Florida Limited Partnerships:

Limited Liability Companies:

Chairman, Vice Chairman, President or Officer

*(If no directors selected, signature of incorporator.)*

Signature of a general partner or authorized person

Signatures of all general partners

Signature of a general partner

Signature of an authorized person

# ARTICLES OF INCORPORATION

OF

**PRISCO CONSULTING, INC.**

(a Florida corporation)

## ARTICLE I

### Name

The name of the corporation is Prisco Consulting, Inc. (the "Corporation").

## ARTICLE II

### Principal Office and Mailing Address

The Principal office of the Corporation in the State of Florida is 2215 Ixora Avenue, in the city of Sarasota, county of Sarasota, Florida 34234. The name of the current CEO and Chairman at such address is Aaron Prisco.

## ARTICLE III

### Registered Office and Registered Agent

The address of the registered office of the Corporation in the State of Florida is 2215 Ixora Avenue, in the city of Sarasota, county of Sarasota, Florida 34234. The name of the registered agent of the Corporation at such address is Aaron Prisco.

## ARTICLE IV

### Corporate Purpose

The Corporation is a corporation as defined under Section 607.0202 of the Business Organizations Florida Business Corporation Act (the "**Florida Business Corporation Act**"). The Corporation is formed to engage in any lawful act or activity in furtherance of this purpose or any other lawful act or activity for which corporations may be organized under the Florida Business Corporation Act.

## ARTICLE V

### Capital Stock

- A. The total number of shares of all classes of capital stock which the Corporation shall have authority to issue is One Hundred (100) shares of Common Stock, bearing a par value of \$0.01 per share ("Common Stock").
- B. Common Stock
  - a. Voting Rights. The holders of record of the Common Stock shall be entitled to one vote per share on all matters to be voted on by the Corporation's stockholders.
  - b. Dividends. Dividends may be declared and paid on the Common Stock from funds lawfully available therefor if, as and when determined by the Board of Directors in

their sole and absolute discretion, subject to provision of law, any provision of this Certificate of Incorporation, as the same may be amended from time to time.

- c. Liquidation. Upon the dissolution, liquidation, winding up of the Corporation, whether voluntary or involuntary, holders of record of the Common Stock will be entitled to receive pro rata all assets of the Corporation available for distribution to its stockholders.

## **ARTICLE VI**

### **Election of Directors**

Election of directors of the Corporation need not be written by ballot, except and to the extent provided in the By-laws of the Corporation.

## **ARTICLE VII**

### **Limitation of Director Liability**

To the fullest extent permitted by the Florida Business Corporation Act as it now exists or as it may hereafter be amended, no director of the Corporation shall be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, or for any act or omission, except for liability (a) for any breach of the director's duty of loyalty to the Corporation or its stockholders; (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law; (c) under Section 174 of the Florida Business Corporation Act; or, (d) for any transaction from which the director derived an improper personal benefit. If the Florida Business Corporation Act is amended after the date of the filing of this Certificate of Incorporation to authorize corporate action further eliminating or limiting the personal liability of directors, then personal liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the Florida Business Corporation Act, as so amended from time to time. No repeal or modification of this Article VI by the stockholders of the Corporation shall adversely affect any right or protection of a director of the Corporation existing by virtue of this Article VI at the time of such repeal or modification. The elimination and limitation of liability provided herein shall continue after a director ceases to occupy such position as to breaches of fiduciary duty or acts of omissions occurring during such director's term(s) of office.

## **ARTICLE VIII**

### **Indemnification of Directors, Officers and Others**

To the fullest extent now or hereafter permitted by Section 607.0851 of the Florida Business Corporation Act, the Corporation shall indemnify all persons whom it may indemnify pursuant thereto.

## **ARTICLE IX**

### **Bylaws**

In furtherance and not in limitation of the powers conferred by the Florida Business Corporation Act, the directors of the Corporation are expressly authorized to make, alter or repeal the Bylaws of the Corporation.

## **ARTICLE X**

### **Amendment**


The Corporation reserves the right to amend, alter, change or repeal any provision contained in this Certificate of Incorporation in the manner now or hereafter prescribed by the Florida Business Corporation Act, and all the provisions of this Certificate of Incorporation and all rights conferred on stockholders, directors and officers in this Certificate of Incorporation are subject to this reservation.

**ARTICLE XI**  
**Incorporator**


The name and mailing address of the sole incorporator of the Corporation are as follows:

<u>Name</u>	<u>Mailing Address</u>
Aaron Prisco	2215 Ixora Avenue Sarasota, FL 34234

THE UNDERSIGNED, being the sole incorporator hereinbefore named, for the purpose of forming a corporation pursuant to the Florida Business Corporation Act, does make this Certificate of Incorporation, hereby declaring and certifying that this is my act and deed and the facts herein stated are true, and accordingly have hereunto set my hand this 19<sup>th</sup> day of August 2020.

/s/ Aaron Prisco   
Name: Aaron Prisco  
Title: Sole Incorporator

Having been named as registered agent to accept service of process for the above stated corporation at the place designated in this certificate, I am familiar with and accept the appointment of registered agent and agree to act in this capacity.

/s/ Aaron Prisco   
Name: Aaron Prisco