

P23000059941

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Ret. 04/27/24

FILED
2024 APR 27 AM 8:49
FBI - NEW YORK

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:

Name	Jurisdiction	Entity Type	Document Number (If known/ applicable)
Zeonix Corporation	Florida	Corp	P23000059961

SECOND: The name and jurisdiction of each merging eligible entity:

Name	Jurisdiction	Entity Type	Document Number (If known/ applicable)
Zeonix Corporation	Florida	Corp	P23000059961
Bonita Springs Mining Corporation	Florida	Corp	P21000093941

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.

FILED
2024 APR 27 AM 8:49
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF BROWARD, FLORIDA

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).

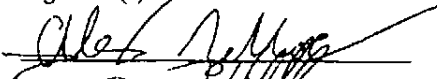
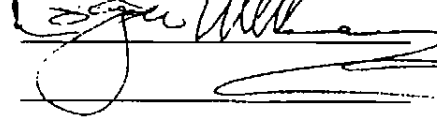
- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

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:

Effective date of Filing _____

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:
Zeonix Corporation		Alexander Zelloe, Pres
Bonita Springs Mining Corporation		Roger Miller, VP
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made this 15th day of November, 2023 and effective as of the date of filing by State of Florida, Division of Corporations, by and between BONITA SPRINGS MINING CORPORATION, a Florida corporation ("Bonita Springs") and ZEONIX CORPORATION, a Florida corporation ("Zeonix"), hereinafter Bonita Springs and Zeonix collectively called the "Merging Corporations").

WITNESSETH:

WHEREAS, Bonita Springs is a corporation duly organized, existing and in good standing under the laws of the State of Florida with an authorized capitalization of 1000 shares of Common Stock, par value \$0.00 per share, of which 1000 shares are issued and outstanding (the "Common Stock");

WHEREAS, Zeonix is a corporation duly organized, existing and in good standing under the laws of the State of Florida with an authorized capitalization of 1000 shares of common stock, par value \$0.00 per share, 600 of which are issued and outstanding;

WHEREAS, Zeonix and Bonita Springs have agreed that the combination of their companies activities will bring significant cost savings; and

WHEREAS, the Board of Directors of each of Bonita Springs and Zeonix has approved a merger (the "Merger") of Bonita Springs into Zeonix upon the terms and subject to the conditions set forth herein pursuant to which Zeonix will be the surviving corporation, all the outstanding shares of Common Stock would be changed and converted into outstanding shares of Common Stock and the shares of Common Stock owned by Bonita Springs would be cancelled;

NOW, THEREFORE, for and in consideration of the premises and of the covenants and agreements hereinafter set forth, the parties hereto covenant and agree that Bonita Springs shall on the Effective Date (as defined in Section 5.3) be merged with and into Zeonix which shall continue in existence and survive the Merger and be governed by the laws of the State of Florida, and that the terms and conditions of the Merger hereby agreed upon, the mode of carrying the same into effect, and the manner and basis of converting the shares of Bonita Springs into shares of Zeonix are and shall be as hereinafter set forth.

ARTICLE ONE

ARTICLES OF INCORPORATION OF THE SURVIVING CORPORATION

The corporation surviving the Merger (the "Surviving Corporation") shall be Zeonix. The articles of incorporation of Zeonix in effect at the time of the Effective Date shall be the articles of incorporation of the Surviving Corporation.

ARTICLE TWO

BYLAWS OF THE SURVIVING CORPORATION

The bylaws of Zeonix in effect at the time of the Effective Date shall be the bylaws of the Surviving Corporation and shall remain in effect until amended or repealed.

ARTICLE THREE DIRECTORS AND OFFICERS OF THE SURVIVING CORPORATION

3.1 Directors. Upon the Effective Date, the directors of Bonita Springs and Zeonix then in office shall remain as directors of the Surviving Corporation and shall hold office until the next annual meeting of the stockholders of the Surviving Corporation and until their successors are elected and have qualified.

3.2 Officers. Upon the Effective Date, all persons who shall then be officers of Bonita Springs shall remain as officers of the Surviving Corporation and, subject to the provisions of the bylaws of the Surviving Corporation, shall hold office until the next annual meeting of the directors of the Surviving Corporation and until their successors are elected and have qualified.

ARTICLE FOUR MANNER AND BASIS OF CONVERTING OR EXCHANGING SHARES

The mode of carrying into effect the Merger and the manner and basis of converting shares of common stock of Bonita Springs into shares of Common Stock of Zeonix shall be as follows:

4. Capital Stock. (a) At the Effective Date, the outstanding shares of common stock of Bonita Springs shall be converted, on an aggregate basis, into 600 shares of Common Stock, and the 1000 shares of Common Stock held by Bonita Springs immediately prior to the Effective Date shall be cancelled. At the Effective Date, all shares of common stock of Bonita Springs and all rights in respect thereof, by virtue of the Merger, shall be cancelled. The 600 shares of Common Stock shall be issued to stockholders of Bonita Springs in accordance with Section 4 hereof and, upon issuance thereof to the stockholders of Bonita Springs pursuant to the Merger, shall be validly issued and outstanding, fully paid and nonassessable.

ARTICLE FIVE MISCELLANEOUS PROVISIONS

5.1 Transfer of Rights, etc. of Bonita Springs to the Surviving Corporation. On the Effective Date, the Merger shall have the effects set forth in Article 623.07 and all other code sections thereto of the General Corporation Law of the State of Florida.

5.2 Further Assurances. Bonita Springs hereby agrees that, from time to time, as and when requested by Zeonix or by its successors and assigns, it will execute and deliver, or cause to be executed and delivered, all such deeds and other instruments and will take or cause to be taken such further or other actions as Zeonix may deem necessary or desirable in order to vest or perfect in, or conform of record or otherwise to give, Zeonix title to and possession of all the property, rights, privileges, immunities, franchises, debts and interests referred to in Section 5.1 and otherwise to carry out the intent and purposes of this Agreement.

5.3 Action by Stockholders; Effective Date of Merger; Approval of All Shareholders. As attested to by all Shareholders and Officers this Agreement has been duly submitted to the stockholders of Bonita Springs and Zeonix for the purpose of considering and acting upon this Agreement as required by law, and each of the Merging Corporations has obtained the requisite approval of its stockholders to this Agreement and the plan of merger and other transactions contemplated herein, and the Merging Corporations, through their respective officers and directors, shall execute and file with the appropriate officials of the State of Florida all documents and papers necessary and required by the State of Florida, and such corporations shall take every reasonable and necessary step and action to comply with and to secure approval as may be required by the statutes, rules and regulations of any such state or jurisdiction applicable to this Agreement and the transactions contemplated herein.

The Merger shall become effective on the filing of this Agreement and Plan of Merger, or a certificate or articles of merger in lieu thereof in accordance with applicable law, in the offices of the Secretary of State of the State of Florida, and upon the issuance of a certificate of merger by the Secretary of State of the State of Florida. The date of the effectiveness of the Merger shall be the "Effective Date" of the Merger.

5.4 Termination. This Agreement and the transactions contemplated hereby may be terminated at any time on or prior to the Effective Date by the stockholders of Bonita Springs or Zeonix by mutual consent of the respective Boards of Directors of the Merging Corporations. In the event of the termination and abandonment hereof pursuant to the provisions of this Section 5.4, this Agreement and the transactions contemplated hereby shall become void and have no effect, without any liability on the part of any of the parties or their directors or officers or stockholders in respect of this Agreement.

5.5 Waivers. Any term, provision or condition of this Agreement (other than the requirement for stockholder approval) may be waived in writing by the party which is, or the party the stockholders of which are, entitled to the benefits thereto.

5.6 Amendment. Subject to the provisions of applicable law, this Agreement may be amended (including amendments changing the Effective Date) or supplemented at any time, before or after approval of the Merger by stockholders of the Merging Corporations, by action taken by the Board of Directors of the Merging Corporations.

5.7 Binding Agreement. This Agreement shall be binding upon and shall inure to the benefit of the parties hereto and their respective successors and assigns.

5.8 Governing Law. It is the intention of the parties hereto that the laws of the State of Florida should govern the validity of this Agreement, the construction of its terms and the interpretation of the rights and duties of the parties hereto in connection with this Agreement.

5.9 Counterparts. This Agreement may be executed in one or more counterparts, each of which shall be deemed an original but all of which together shall be deemed one and the same agreement, and shall become binding on the parties hereto when one or more counterparts have been signed by each of the parties and delivered to the other parties.

IN WITNESS WHEREOF, each of the parties hereto has caused this Agreement to be executed on its behalf and its corporate seal to be hereunto affixed by its officers thereunto duly authorized, all as of the day and year first above written.

COVER LETTER

TO: Amendment Section
Division of Corporations
Zeonix Corporation

SUBJECT: _____
Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

Alexander J. Zelloe

Contact Person

Zeonix Corporation

Firm/Company

223 Dolphin Cove Court

Address

Bonita Springs, FL 34134

City/State and Zip Code

zelloea@gmail.com

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

For further information concerning this matter, please call:

James T. Zelloe

703

628-2616

At (_____) _____

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)

Mailing Address:

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

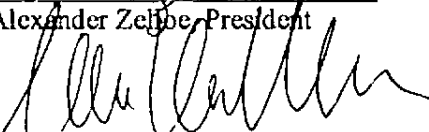
Street Address:


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.

ZEONIX CORPORATION, a Florida corporation

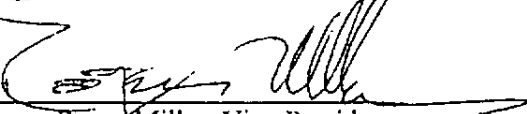

By: Alexander Zelloe, President

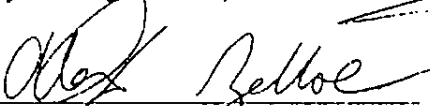

By: Mohamed el mekki Karrakchou, Vice-President


By: Roger Miller, Treasurer


By: James T. Zelloe, Secretary

BONITA SPRINGS MINING CORPORATION, a Florida corporation


By: Roger Miller, Vice-President


By: Alexander Zelloe, Secretary


By: James T. Zelloe, President