

P99000058476

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FILED
2023 APR 10 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
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TALLAHASSEE, FLORIDA

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FLORIDA RESEARCH & FILING SERVICES, INC.

1211 CIRCLE DR

TALLAHASSEE, FL 32301

PH: 850-524-4381

PLEASE FILE THE ATTACHED MERGER FOR:

ZERUAS, INC.

PLEASE RETURN A STAMPED COPY

CHECK# 9576 FOR: \$140.00 (\$70.00 for this filing)



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 11, 2023

FLORIDA RESEARCH & FILING SERVICES, INC.

TALLAHASSEE, FL 32301

SUBJECT: ZERUAS, INC.

Ref. Number: P99000058476

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

Please include the sections that I have highlighted on the attached merger form or use our form.

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.

Annette Ramsey
OPS

Letter Number: 723A00008114

* RESUBMITTING
W/ CORRECTIONS
PLEASE RETAIN
ORIGINAL SUBMISSION
DATE

**ARTICLES OF MERGER
FOR
BRICKO OF FLORIDA CORP.
INTO
ZERUAS, INC.**

FILED
2023 APR 10 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge Bricko of Florida Corp., a Florida corporation into Zeruas, Inc., a Florida corporation in accordance with Section 607.1105, Florida Statutes.

FIRST: The name and jurisdiction of the **surviving** corporation is:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|--------------|---------------------|------------------------|
| Zeruas, Inc. | Florida | P99000058476 |

SECOND: The name and jurisdiction of is **merging** corporation is:

| <u>Name</u> | <u>Jurisdiction</u> | <u>Document Number</u> |
|-------------------------|---------------------|------------------------|
| Bricko of Florida Corp. | Florida | P23000000352 |

THIRD: The merger was approved by each domestic merging in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

FOURTH: This entity exists before the merger and is a domestic filing entity.

FIFTH: The Plan of Merger is attached.

SIXTH: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

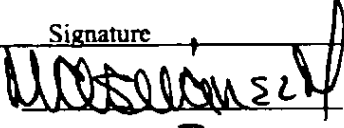
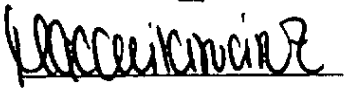
SEVENTH: Adoption of Merger by Zeruas, Inc.

The Plan of Merger was adopted by the shareholders of the surviving corporation on March 31, 2023.

EIGHTH: Adoption of Merger by Bricko of Florida Corp.

The Plan of Merger was adopted by the shareholder of the merging corporation on March 31, 2023.

NINTH: Signature(s) for each entity:

| <u>Name of Entity</u> | <u>Signature</u> | <u>Name of Individual & Title</u> |
|-------------------------|---|---------------------------------------|
| Bricko of Florida Corp. |  | Manuel Antonio Suarez, President |
| Zeruas, Inc. |  | Maria Camila Suarez, President |

**PLAN OF MERGER
FOR
BRICKO OF FLORIDA CORP.
INTO
ZERUAS, INC.**

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 is:

| <u>Name</u> | <u>Jurisdiction</u> |
|--------------|---------------------|
| Zeruas, Inc. | Florida |

SECOND: The name and jurisdiction of each **merging** corporation is:

| <u>Name</u> | <u>Jurisdiction</u> |
|-------------------------|---------------------|
| Bricko of Florida Corp. | Florida |

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

1. The consummation of the merger shall have all of the effects set forth in Section 607.1106 of the Business Corporation Act. In furtherance, and not in limitation, of the foregoing, all of the obligations of Bricko of Florida Corp. ("Bricko of Florida Corp.") as well as all of the rights, privileges and powers of the Bricko of Florida Corp., and all property, real, personal and mixed, and all debts due to the Bricko of Florida Corp. or owed by the Bricko of Florida Corp., and all franchises, licenses and permits held by the Bricko of Florida Corp., as well as all other things and causes of action belonging to the Bricko of Florida Corp., shall remain vested in Zeruas, Inc. ("Zeruas, Inc.") and shall be the property of Zeruas, Inc., and the title to any real property vested by deed or otherwise in the Bricko of Florida Corp. shall not revert or be in any way impaired.

2. The surviving entity shall be governed by its current bylaws.

3. Upon the filing of the Articles of Merger, the directors and officers of Bricko of Florida Corp. shall be removed, and the directors and officers of Zeruas, Inc. shall remain.

4. This Plan and the transactions contemplated hereby may be terminated by resolution of the Board of Directors of Bricko of Florida Corp. and Zeruas, Inc. at any time prior to the filing of the Articles of Merger in the manner and to the extent provided in the Business Corporation Act.

5. If this Plan is terminated pursuant to the provisions hereof, this Plan shall become void and of no effect with no liability on the part of any party hereto.

6. This Plan and the transactions contemplated hereby may be amended by resolution of the Board of Directors of Bricko of Florida Corp. and Zeruas, Inc. at any time prior to the Effective Date of the merger in the manner and to the extent provided in the Business Corporation Act.

7. This Plan shall be governed by, enforced under and construed in accordance with the laws of the State of Florida without giving effect to any choice or conflict of law provision or rule thereof.

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:

By virtue of the Merger and without any action on the part of Brickco of Florida Corp., Zeruas, Inc. or any holder thereof, the shares of common stock of Brickco of Florida Corp., issued and outstanding immediately prior to Merger, all of which are held by the sole shareholder of Brickco of Florida Corp., shall be automatically converted into shares of common stock of Zeruas, Inc. Immediately prior to the merger, there shall be outstanding no class or series of capital stock of the Corporation other than its common stock.