

**L20000099111**

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To:

Division of Corporations  
Fax Number : (850)617-6380

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TALLAHASSEE, FLORIDA

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**MERGER OR SHARE EXCHANGE**

**41524 WPB HAVERHILL, LLC**

|                       |         |
|-----------------------|---------|
| Certificate of Status | 0       |
| Certified Copy        | 0       |
| Page Count            | 04      |
| Estimated Charge      | \$50.00 |

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**S. PRATHER**

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**Articles of Merger  
For  
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

| <u>Name</u>                 | <u>Jurisdiction</u> | <u>Form/Entity Type</u>                  |
|-----------------------------|---------------------|--|
| 41524 WPB Haverhill CO, LLC | Colorado            | Limited liability company<br>20211186619 |
|                             |                     |  |
|                             |                     |  |
|                             |                     |  |

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

| <u>Name</u>              | <u>Jurisdiction</u> | <u>Form/Entity Type</u>                  |
|--------------------------|---------------------|--|
| 41524 WPB Haverhill, LLC | Florida             | Limited liability company<br>20000099111 |

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** 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:

December 1, 2021

**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.

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed Name of Individual:

41524 WPB Haverhill CO, LLC

M. Dan Creighton

41524 WPB Haverhill, LLC

M. Dan Creighton

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

**Fees:**

For each Limited Liability Company:

\$25.00

For each Corporation:

\$35.00

For each Limited Partnership:

\$52.50

For each General Partnership:

\$25.00

For each Other Business Entity:

\$25.00

**Certified Copy (optional):**

\$30.00

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## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 605.1022, is being submitted in accordance with section 605.1022, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction of the merging party is as follows:

**41524 WPB Haverhill CO, LLC**, a Colorado limited liability company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

**41524 WPB Haverhill, LLC**, a Florida limited liability company

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

1. **Merger.** In accordance with the provisions of the Florida Revised Limited Liability Company Act, 41524 WPB Haverhill CO, LLC, a Colorado limited liability company, LLC ("Haverhill CO"), shall merge (the "Merger") with and into 41524 WPB Haverhill, LLC ("Haverhill"), the separate existence of Haverhill CO shall cease, and Haverhill shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity"). The Merger has been consented to by all the members of the Surviving Entity and all the members of Haverhill CO as the merging party.

2. **Effective Date.** The Merger shall become effective as of December 1, 2021 (the "Effective Date").

3. **Effect of Merger.** The Merger shall have the effect set forth in the Florida Revised Limited Liability Company Act.

4. **Surviving Members.** The members of the Surviving Entity as of the Effective Date shall remain the members of the Surviving Entity following the Effective Date.

5. **Surviving Officers.** The officers of the Surviving Entity, in office immediately prior to the Effective Date shall continue to be the officers of the Surviving Entity after the Merger and shall hold office in accordance with the Operating Agreement of the Surviving Entity.

### **FOURTH:**

A. The manner and basis of converting the interests, obligations or other securities of the merging parties into the shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

Immediately prior to the Effective Date, one hundred percent (100%) of the outstanding membership interests of the merging parties are owned by the

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beneficially by same persons that own one hundred percent (100%) of the outstanding membership interests of the Surviving Entity. Upon the Effective Date, each membership interest in the merging parties then outstanding shall be cancelled. Each membership interest of the Surviving Entity that is outstanding immediately prior to the Effective Date shall continue to represent a membership interest following the Merger.

B. The manner and basis of converting the rights to acquire the interests, obligations or other securities of the merging parties into the rights to acquire the shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

There are no authorized or outstanding rights to acquire interests, obligations or other securities of the merging party. Therefore, there is no manner or basis of converting rights to acquire interests, obligations or other securities of the merging party into rights to acquire shares, obligations or other securities of the survivor, in whole or in part, into cash or other property.