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**MERGER OR SHARE EXCHANGE
 REVENUE PROPERTIES DUNNELLON INC.**

Certificate of Status	0
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Page Count	05
Estimated Charge	\$60.00

Merger

JUN 16 2021

I ALBRITTON



June 15, 2021

FLORIDA DEPARTMENT OF STATE

Division of Corporations

REVENUE PROPERTIES DUNNELLON INC.

2542 WILLIAMS BOULEVARD

KENNER, LA 70062

SUBJECT: REVENUE PROPERTIES DUNNELLON INC.

REF: F07000002657

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Mergers are filed pursuant to the surviving entity. Therefore, the entity surviving is a corporation and should be filed pursuant to section 607.1105, Florida Statutes.

Please correct your document to reflect that it is filed pursuant to the correct statute number.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H21000233477
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H21000233477 3

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**ARTICLES OF MERGER
OF
REVENUE PROPERTIES RAINBOW SQUARE LLC (FL)
WITH AND INTO
REVENUE PROPERTIES DUNNELLON INC. (DE)**

Revenue Properties Rainbow Square LLC, a Florida limited liability company (the "Disappearing Company"), pursuant to Section 607.1105 of the Florida Business Corporation Act (the "Corporation Act"), hereby delivers these Articles of Merger (these "Articles") to the Florida Department of State for filing. For purposes of complying with the applicable provisions of the Act with respect to the merger (the "Merger") of the Disappearing Company with and into Revenue Properties Dunnellon Inc., a Delaware corporation (the "Surviving Company"), the Disappearing Company and the Surviving Company have caused their respective duly authorized officers to execute and deliver these Articles, and to acknowledge, certify and state under penalty of perjury, the following:

ARTICLE I

**NAMES, PRINCIPAL ADDRESSES AND JURISDICTIONS
OF THE CONSTITUENT COMPANIES**

The name, principal address and jurisdiction of each of the constituent companies involved in the Merger are as follows:

<u>Name and Principal Address</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>	<u>File / Document Number</u>
<i>Surviving Company:</i> Revenue Properties Dunnellon Inc. ¹ 6305 Airline Drive Metairie, Louisiana 70003	Delaware	Corporation	4350677 (Delaware)
<i>Disappearing Company:</i> Revenue Properties Rainbow Square LLC 6305 Airline Drive Metairie, Louisiana 70003	Florida	Limited Liability Company	L07000050456 (Florida)

ARTICLE II

PLAN OF MERGER

The Surviving Company is the surviving company in the Merger. Each of the Disappearing Company and the Surviving Company adopted, approved, authorized, confirmed, consented to and ratified that certain Plan of Merger, dated as of June 14, 2021, a copy of which is attached hereto as Exhibit A (the "Plan of Merger"), in accordance with the applicable provisions of the Corporation Act.

¹ The Surviving Company is qualified to do business in the State of Florida (Doc No. F07000002657).

H21000233477 3

ARTICLE III**EFFECTIVE DATE AND TIME**

The Merger will be effective as of 11:59 p.m. on the date of filing of these Articles of Merger.

ARTICLE IV**APPROVALS****4.1 Disappearing Company.**

Pursuant to Section 605.1023 of the Florida Revised Limited Liability Company Act (the "LLC Act"), the Disappearing Company's sole member and all of its managers adopted, approved, authorized, confirmed, consented to and ratified the Merger, the Plan of Merger and these Articles by Joint Written Consent of the Sole Member and the Managers in Lieu of a Special Meeting dated June 14, 2021. To the extent any member of the Disappearing Company would have appraisal rights pursuant to Section 605.1006 and Sections 605.1061-605.1072 of the LLC Act, the Surviving Company has agreed to pay the amount to which any such member is entitled thereunder.

4.2 Surviving Company.

(a) Pursuant to Section 607.1101 of the Corporation Act, the Surviving Company's Board of Directors adopted, approved, authorized, confirmed, consented to and ratified the Merger, the Plan of Merger and these Articles by Unanimous Written Consent of the Board of Directors in Lieu of a Special Meeting dated June 14, 2021.

(b) Pursuant to the Delaware General Corporation Law, the Surviving Company's Board of Directors adopted, approved, authorized, confirmed, consented to and ratified the Merger, the Plan of Merger and these Articles by Unanimous Written Consent of the Board of Directors in Lieu of a Special Meeting dated June 14, 2021.

(c) Pursuant to the Delaware General Corporation Law, the shareholders of the Surviving Company are not required to approve the Merger.

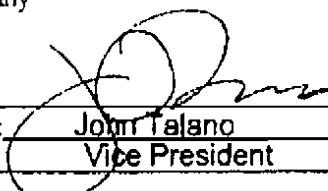
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The constituent companies have caused these Articles to be executed and delivered by their respective duly authorized officers.

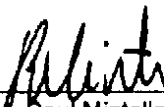
DISAPPEARING COMPANY:

REVENUE PROPERTIES RAINBOW
SQUARE LLC, a Florida limited liability
company

By: 
Name: John Talano
Title: Vice President

SURVIVING COMPANY:

REVENUE PROPERTIES DUNNELLON
INC., a Delaware corporation

By: 
Name: Paul Miatello
Title: President

H21000233477 3

EXHIBIT A

Plan of Merger

See attached.

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PLAN OF MERGER

June 14, 2021

1.1 The Merger.

Revenue Properties Rainbow Square LLC, a Florida limited liability company (the "Disappearing Entity") will be merged with and into Revenue Properties Dunnellon Inc., a Delaware corporation (the "Surviving Company"), at the Effective Time (as defined in Section 1.2) (the "Merger"). As a result of the Merger, the separate existence of the Disappearing Company will cease and the Surviving Company will continue as the surviving corporation of the Merger. The Surviving Company's name will remain unchanged by the Merger.

1.2 Effective Time of the Merger.

The Merger will be effective as of 11:59 p.m. on the later of (a) the date of filing of the Articles of Merger with the Florida Secretary of State and (b) the date of filing of the Certificate of Merger with the Delaware Secretary of State (the "Effective Time").

1.3 Effect of the Merger.

Except as expressly provided elsewhere in this Plan of Merger, the Disappearing Company and the Surviving Company will be affected by the Merger in the manner provided by the Delaware General Corporation Law and the Florida Revised Limited Liability Company Act.

1.4 Articles of Incorporation of the Surviving Company.

The Surviving Company's Certificate of Incorporation, as in effect immediately prior to the Effective Time, will remain the Surviving Company's certificate of incorporation from and after the Effective Time.

1.5 Disappearing Company's Membership Interests.

Each of the Disappearing Company and the Surviving Company is wholly owned by the same shareholder. At the Effective Time, by virtue of the Merger and without any further action on the part of the Disappearing Company or the Surviving Company, all of the Disappearing Company's outstanding membership interests will be canceled.

1.6 Surviving Company's Shares.

All of the shares of capital stock of the Surviving Company prior to the Merger will continue to be issued and outstanding shares of the Surviving Company as in effect prior to the Merger.

1.7 Appraisal Rights.

To the extent any member of the Disappearing Company has appraisal rights pursuant to Section 605.1006 and Sections 605.1061-605.1072 of the Florida Revised Limited Liability Company Act, the Surviving Company will pay the amount to which any such member is entitled thereunder.