

J90426

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

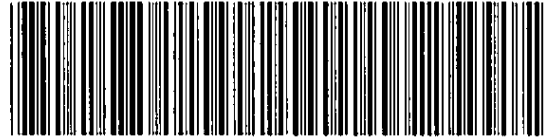
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500395805555

merged

2022 NOV -7 AM 8:35

FILED

ALLAHASSEE, FLOR.

2022 NOV -7 PM 2:00

RECEIVED

A. RAMSEY

NOV 10 2022

*02250,00584 80671

FLORIDA FILING & SEARCH SERVICES, INC.

**P.O. BOX 10662 TALLAHASSEE, FL 32302
155 Office Plaza Dr Ste A Tallahassee FL 32301
PHONE: (800) 435-9371; FAX: (866) 860-8395**

DATE: 11/07/22

NAME: CURTS GAINES HALL JONES ARCHITECTS, INC.

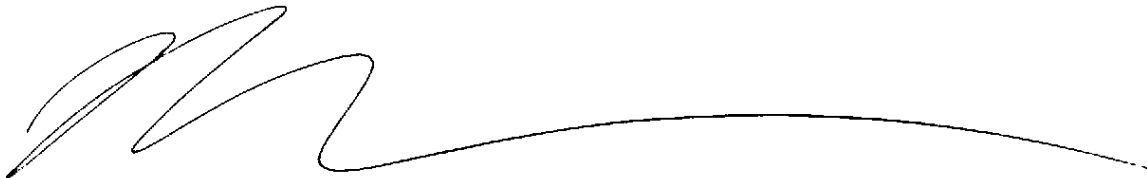
TYPE OF FILING: MERGER

COST: 90.00

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE





FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 8, 2022

FLORIDA FILING & SEARCH SERVICES, INC.

TALLAHASSEE, FL 32302

SUBJECT: CURTS GAINES HALL JONES ARCHITECTS, INC.
Ref. Number: J90426

2022 NOV -9 PM 1:57

We have received your document for CURTS GAINES HALL JONES ARCHITECTS, INC. and the authorization to debit your account in the amount of \$90.00. However, the document has not been filed and is being returned for the following:

Please include a statement that the merger was approved by the surviving corporation. I have attached a merger form. Please include one of the statements in the fourth and fifth paragraph.

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) 245-6823.

Annette Ramsey
OPS

Letter Number: 122A00025028

Please keep original file date

Thank you!

ARTICLES OF MERGER

October 31st, 2022

FILED

2022 NOV -7 AM 8:35

The following Articles of Merger are submitted in accordance with Section 607.1105 of the Florida Business Corporation Act ("FCBA").

- FIRST:** The surviving corporation is Curts Gaines Hall Jones Architects, Inc., a Florida corporation ("CGHJ").
- SECOND:** The merging limited liability company is ROJO Architecture LLC a Florida limited liability company ("ROJO").
- THIRD:** The merger was approved by ROJO in accordance with the provisions of Sections 605.1021-605.1026, Florida Statutes and by each member of ROJO who will have interest holder liability under Section 605.1023(b) and whose approval is required.
- FOURTH:** Upon the effectiveness of the filing of this Articles of Merger, the Articles of Incorporation of the Company, as amended to date, will continue as the Articles of Incorporation of CGHJ until further amended in accordance with the provisions of the FCBA.
- FIFTH:** The Plan of Merger is attached as Exhibit A.
- SIXTH:** The merger will become effective on October 31st, 2022 immediately upon the filing and acceptance of this Articles of Merger by the Florida Department of State, Division of Corporations
- SEVENTH:** No foreign corporations participated in the merger.

[Signature page follows]


IN WITNESS WHEREOF, each party has caused this Articles of Merger to be executed in its corporate name by its duly authorized officer, who affirms under the penalties of perjury, that the facts stated above are true and correct, as of the date first above written.

**CURTS GAINES HALL JONES
ARCHITECTS, INC.**

By: 
Robert Hall, as President

Date: October 31, 2022

ROJO ARCHITECTURE LLC

By: 
Robert Glisson, as Manager

Date: October 31, 2022

EXHIBIT A

PLAN OF MERGER

The following plan of merger is submitted in compliance with Section 607.1101 Florida Statutes.

1. Pursuant to Section 607.1101, Florida Statutes and 605.1021, as of the Effective Time (as defined herein) ROJO Architecture LLC, a Florida limited liability company (the "Merging Company") will be merged, with and into Curts Gaines Hall and Jones Architects, Inc., a Florida corporation (herein sometimes called "CGHJ") (the "Merger"). CGHJ will be the surviving corporation.

2. The Merger will become effective when Articles of Merger are filed with Florida Department of State pursuant to Section 607.1105, Florida Statutes. The time when the Merger will become effective is referred to herein as the "Effective Time."

3. At the Effective Time, (i) the separate existence of Merging Company will cease and Merging Company will be merged with and into CGHJ and CGHJ will continue as the surviving corporation; (ii) the articles of incorporation of CGHJ will remain unchanged; (iii) the bylaws of CGHJ will remain unchanged; (iv) the directors and officers of CGHJ immediately prior to the Effective Time will remain unchanged at the Effective Time, and in each case, will remain the directors and officers until their respective successors will have been duly elected, designated, or qualified or until their earlier death, resignation, or removal in accordance with the CGHJ's articles of incorporation; and (v) the Merger shall, from and after the Effective Time, have all the effects provided by Section 1106 of the Florida Business Corporation Act and other applicable law.

4. CGHJ has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of ss. 605.1006 and 605.1061-605.1072.

5. At the Effective Time, holders of limited liability membership interests of the Merging Company will receive shares of common stock in CGHJ in accordance with the Agreement and Plan of Merger dated October 31, 2022, among the Merging Corporation, CGHJ and other parties to the Agreement and Plan of Merger and the limited liability membership interests shall be cancelled.

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