

L 0000000 9745

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MAIL

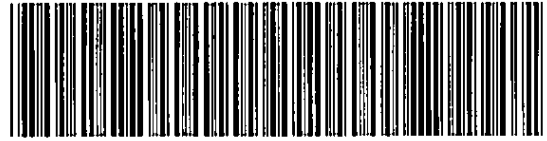
(Business Entity Name)

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2020 DEC 22 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LLC
Merger
w/ Name
Change

DC 7/2/2021

LAW OFFICES
KORGE & KORGE, L.L.P.
230 PALERMO AVENUE
CORAL GABLES, FLORIDA 33134

TELEPHONE (305) 444-5630
FACSIMILE (305) 444-3790

May 3, 2021

Florida Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

RE: Korge Brothers Holdings, LLC
Ref Number: L00000009745

To Whom It May Concern,

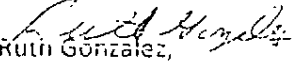
I am writing because we filed a plan of merger to merge Korge & Korge, LLP with Korge Brothers Holdings, LLC. Once the merger was complete the surviving entity should have been Korge & Korge, PLLC.

Currently the record shows the name change from Korge Brothers Holdings, LLC to Korge & Korge, PLLC which is correct but Korge & Korge LLP is still showing as active. Korge & Korge, LLC should show the merger.

I have attached the plan of merger for reference. What to we need to do to have Korge & Korge, LLP showing it has been merged?

Thank you in advance for any assistance.

Best regards,


RUTIN GONZALEZ,

Assistant to Thomas J. Korge, Esq.
Korge & Korge, LLP
230 Palermo Avenue
Coral Gables, FL. 33134
(305) 444-9525

2021 MAY -7 PM 12:39
STAMP

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 17, 2021

RUTH GONZALEZ
KORGE & KORGE
230 PALERO AVE.
CORAL GABLES, FL 33134

SUBJECT: KORGE BROTHERS HOLDINGS LLC
Ref. Number: L00000009745

We have received your document and check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Darlene Connell
Regulatory Specialist II Supervisor

Letter Number: 921A00003480

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Korge & Korge, PLLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Ruth Gonzalez

Contact Person

Korge & Korge

Firm/Company

230 Palero Avenue

Address

Coral Gables, FL 33134

City, State and Zip Code

rgonzalez@korgelaw.com

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

For further information concerning this matter, please call:

Crystal Mueller at (**305**) **321-9018**

Name of Contact Person

Area Code

Daytime Telephone Number

Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

**ARTICLES OF MERGER
OF
KORGE & KORGE, LLP
WITH AND INTO
KORGE BROTHERS HOLDINGS, LLC**

LLP13-3365

FILED
2020 DEC 22 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLE I
MERGING ENTITIES**

Korge & Korge, LLP, a Florida limited liability partnership ("K&K"), is merged with and into Korge Brothers Holdings, LLC, a Florida limited liability company ("Holdings") (K&K and Holdings are collectively referred to as the "Merging Entities"). K&K is a limited liability partnership organized and existing under chapter 620 of the Florida Statutes and is not the surviving entity. Holdings is a limited liability company organized and existing under chapter 605 of the Florida Statutes. Holdings (hereinafter sometimes referred to as the "Surviving Entity") is the surviving entity within the meaning of Florida Statutes, Sections 605.1022(1)(b) and 620.8916(2)(b). As of the Effective Date, the Surviving Entity will be a limited liability company under Chapter 605 of Florida Statutes that is organized as a professional limited liability company under Florida Statutes, Section 621.051, for the sole and specific purpose of rendering legal services.

**ARTICLE II
APPROVALS**

The merger has been approved by Holdings in accordance with the applicable provisions of chapter 605 of the Florida Statutes and by K&K in accordance with the applicable provisions of chapter 620 of the Florida Statutes.

**ARTICLE II
WAIVER OF APPRAISAL RIGHTS**

The members of Holdings hereby waive any and all appraisal rights to which such members are otherwise entitled under the provisions of Sections 605.1006 and 605.1061-605.1072 of the Florida Statutes.

**ARTICLE III
CHANGE OF NAME**

As of the Effective Date, the name of the Surviving Entity is changed from Korge Brothers Holdings, LLC, to Korge & Korge, PLLC.

**ARTICLE IV
ASSETS AND LIABILITIES**

As of the Effective Date, all assets and liabilities of K&K are transferred over to and assumed by the Surviving Entity. No further deeds, bills of sale, or other instruments of conveyance, satisfactions, releases, or assumption or indemnity agreements will be required in connection with the merger. Notwithstanding the foregoing, each of the Merging Entities and their members or partners, and their respective successors or assigns, will execute and deliver or otherwise provide any further instruments that may be required or helpful now or in the future to effectuate the transfer of assets and/or the assumption of liabilities.

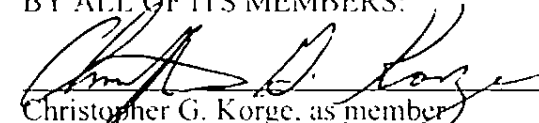
**ARTICLE IV
EFFECTIVE DATE**

These articles of merger will be effective at 12:01 am on the first calendar day of the month immediately following the month in which these articles of merger are filed with the Florida Secretary of State (the "Effective Date").

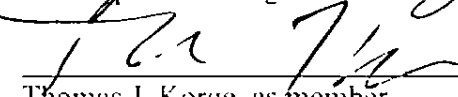
IN WITNESS WHEREOF, the undersigned, constituting all of the Merging Entities, do hereby execute these articles of merger as of the Effective Date.

KORGE BROTHERS HOLDINGS, LLC

BY ALL OF ITS MEMBERS:



Christopher G. Korge, as member

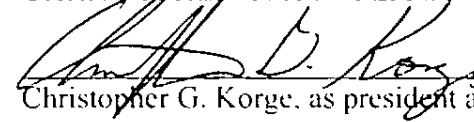


Thomas J. Korge, as member

KORGE & KORGE, LLP

BY ALL OF ITS PARTNERS:

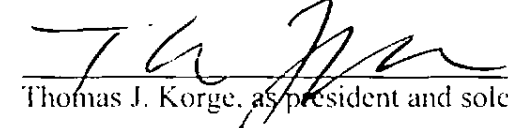
CHRISTOPHER G. KORGE, P.A.



Christopher G. Korge, as president and sole
shareholder

and

THOMAS J. KORGE, P.A.



Thomas J. Korge, as president and sole shareholder