

L03000007924

Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
VASSAR, LLC**

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	\$67.50

2020/04/24 PM 1:22

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2020 APR 24 AM 11:10
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TALLAHASSEE, FLORIDA

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APR 27 2020

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PTC-1
4-19-20

**ARTICLES OF MERGER
OF
NORRIS INVESTMENTS II, LLC
WITH AND INTO
VASSAR, LLC**

The following articles of merger are being submitted in accordance with Sections 605.1022-605.1026, Florida Statutes:

FIRST: The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
VASSAR, LLC 2322 Edgewater Drive Orlando, Florida 32804 Florida Document No. L03000007924	Florida	Limited Liability Company
	FEI Number: 56-2346760	
NORRIS INVESTMENTS II, LLC 1211 Edgewater Drive Orlando, Florida 32804 Florida Document No. L20000068293	Florida	Limited Liability Company
	FEI Number: None	

Vassar, LLC is the surviving entity (the "Surviving Entity") in the Merger.

SECOND: The exact name, street address of its principal office, jurisdiction and entity type of the Surviving Entity are as following:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
VASSAR, LLC 1211 Edgewater Drive Orlando, Florida 32804 Florida Document No. L03000007924	Florida	Limited Liability Company
	FEI Number: 56-2346760	

THIRD: The attached Plan of Merger meets the requirements of section 605.1022, Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with Section 605.1025, Florida Statutes.

FOURTH: The merger is permitted under the laws of Florida and is not prohibited by the operating agreement or articles of organization of any limited liability company that is a party to the merger.

FIFTH: The merger shall become effective 12:01 a.m. on April 24, 2020.

SIXTH: The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

SEVENTH: SIGNATURES FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed or Printed Name of Individual</u>
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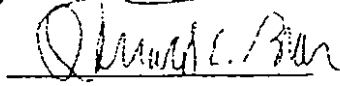
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Vassar, LLC

Real Estate Collaborative, LLC,
Manager

By: James W. Kersey, Manager

Norris Investments II, LLC

A handwritten signature in black ink, appearing to read "Donald E. Brown", written over a horizontal line.

Donald E. Brown, Manager

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PTC-1
4-19-20**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, Florida Statutes, is being submitted in accordance with Section 605.1022, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction of Formation</u>	<u>Type of Entity</u>
Vassar, LLC	Florida	limited liability company
Norris Investments II, LLC	Florida	limited liability company

SECOND: The exact name and jurisdiction of the Surviving Entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Vassar, LLC	Florida

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

Norris Investments II, LLC, the merging entity, will be merged with and into Vassar, LLC, with Vassar being the surviving entity. The merger will be effective on 12:01 a.m. on April 24, 2020. The operating agreement of Vassar, LLC shall be the operating Agreement of the surviving entity.

FOURTH:

The manner and basis of converting the interests, obligations or other securities of each merging entity into the interests, obligations or other securities of the surviving entity, in whole or in part, into cash or other property is as follows:

At and as of the date of the merger, without any action on the part of the merging entity or the surviving entity, or any holder of membership interests in the merging entity or the surviving entity: (a) the membership interests of the surviving entity existing immediately prior to the merger shall be surrendered to the surviving entity and exchanged for cash received from the merging entity; (b) the membership interests of the merging entity shall be converted into and exchanged for new validly issued, fully paid and nonassessable membership interests of the surviving entity; and (c) the membership interests of the merging entity shall be cancelled and have no further force or effect.

FIFTH:

Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

SIXTH:

Other provisions, if any, relating to the merger are as follows:

Each merging entity shall bear and pay all costs and expenses incurred by it or on its behalf (including, without limitation, fees and expenses of financial consultants, accountants and counsel) in connection with the Merger.

SEVENTH:

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A facsimile, telecopy or other reproduction of this Agreement may be executed by the parties (in counterparts or otherwise) and shall be considered valid, binding and effective for all purposes. This Agreement may be executed in one or more separate counterparts, each of which, when so executed, shall be deemed to be an original. Such counterparts shall, together, constitute and shall be one and the same instrument. This Agreement shall be governed by and construed in accordance with the laws of the State of Florida.

Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

IN WITNESS WHEREOF, this Plan of Merger is hereby executed upon behalf of each of the parties thereto this 24th day of April, 2020.

VASSAR, LLC

NORRIS INVESTMENTS II, LLC

By Real Estate Collaborative, LLC,
its Manager

By:

James W. Kersey, Manager

By:

Donald E. Brown, Manager