

LG5000041376

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

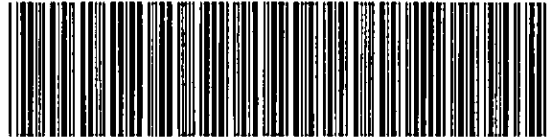
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MOUNTAIN ACRES, LLC

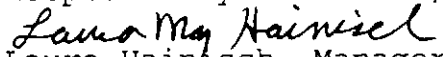
TO: Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

SUBJECT: Breezy Palms, LLC merging into Mountain Acres, LLC

The enclosed Articles of Merger and Fee(s) are submitted for filing. Please forward one certified copy along with all correspondence concerning this matter to:

Laura Hainisch, Manager
Mountain Acres, LLC
8520 Gardenia Drive
Seminole, FL 33777
(727) 391-3842

Thank you for your attention with this filing.

Respectfully submitted,

Laura Hainisch, Manager
Mountain Acres, LLC

ARTICLES OF MERGER OF

BREEZY PALMS, LLC 63000052971

WITH AND INTO

MOUNTAIN ACRES, LLC 10500041376

2019 NOV 20 PM 6:18

FILED

Pursuant to the provisions of Sections 605.1021 through 605.1026, Florida Statutes, the undersigned limited liability companies("LLC") adopt the following Articles of Merger for the purpose of merging them into one of such corporations as under 605.1025:

The Agreement and Plan of Merger attached hereto as Exhibit "A" and incorporated by reference herein (the "Agreement") was duly approved by all the members of Mountain Acres, LLC and by all the members of Breezy Palms, LLC, collectively referred to as "Parties".

II

Breezy Palms, LLC shall merge with and into Mountain Acres, LLC with Mountain Acres, LLC being the Surviving Limited Liability Company("LLC"). Mountain Acres, LLC shall continue to be governed by the laws of the State of Florida.

III

No changes to the Articles of Organization of the Surviving LLC will be effected by the merger.

IV

Mountain Acres, LLC 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.

V

The laws of the State of Florida under which Mountain Acres, LLC, the Surviving LLC following the merger, was organized and will continue to exist, and under which Breezy Palms, LLC was organized and will not continue to exist, permit this merger.

VI

The effective time and date of this merger shall be the close of business on Breezy Palms, LLC being merged into Mountain Acres, LLC.

VII

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

Name	Jurisdiction	Form/Entity Type
Breezy Palms, LLC	Florida	Limited Liability Company

VII

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

Name	Jurisdiction	Form/Entity Type
Mountain Acres, LLC	Florida	Limited Liability Company

IX

The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

X

The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed or organized.


XI


If other than the date of filing, the 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:

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.

XII

Signature(s) for Each Party:
Mountain Acres, LLC

By: 
Richard K. Hainisch, Trustee
U.D.T. 8-7-19 Member
Mountain Acres, LLC

By: 
Laura May Hainisch, Trustee
U.D.T. 8-7-19 Member
Mountain Acres, LLC

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by means of
☒ physical presence or ☐ online notarization, this 13th day of
November, 2019, by Richard K. Hainisch, Trustee U.D.T. 8-7-19 as
Member of Mountain Acres, LLC.


J. GERARD CORREA

(Notarial Seal)

Notary Public, State of Florida
My commission expires:



JOHN GERARD CORREA
Commission # GG 135060
Expires December 13, 2021
Bonded Thru Budget Notary Services

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by means of
☒ physical presence or ☐ online notarization, this 13th day of
November, 2019, by Laura May Hainisch, Trustee U.D.T. 8-7-19 as
Member of Mountain Acres, LLC.


J. GERARD CORREA

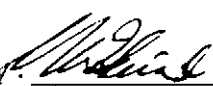
(Notarial Seal)


Notary Public, State of Florida
My commission expires:



JOHN GERARD CORREA
Commission # GG 135060
Expires December 13, 2021
Bonded Thru Budget Notary Services

Breezy Palms, LLC:

By: 
Richard K. Hainisch, Trustee
U.D.T. 8-7-19 Member
Breezy Palms, LLC

By: 
Laura May Hainisch, Trustee
U.D.T. 8-7-19 Member
Breezy Palms, LLC

(Corporate Seal)

STATE OF FLORIDA
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EXHIBIT A

AGREEMENT AND PLAN OF MERGER OF

Breezy Palms, LLC

INTO AND WITH

Mountain Acres, LLC

This Agreement and Plan of Merger (the "Agreement") is made and entered into this 13th day of November, 2019, pursuant to Section 605.1025,

W I T N E S S E T H:

WHEREAS, all the members as well as managers of each of the Parties deems it advisable and for the benefit of each of the Parties and their respective members that Breezy Palms, LLC merge into and with Mountain Acres, LLC.

WHEREAS, the members of Breezy Palms, LLC and Mountain Acres, LLC have approved this Agreement by a majority-in-interest of the members and by a record, by each member of a merging limited liability company which will have interest holder liability for debts, obligations, and other liabilities that arise after the merger becomes effective, according to Section 605.1023(1), Florida Statutes;

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and among the parties hereto, and subject to the conditions hereinafter set forth, that Breezy Palms, LLC be merged into and with Mountain Acres, LLC (hereinafter also sometimes referred to as the "Surviving LLC"), the name of the Surviving LLC to be continued under the name "Mountain Acres, LLC", and thereafter the individual existence of Breezy Palms, LLC shall cease. The terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect are and shall be as follows:

FIRST:

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

Name	Jurisdiction	Form/Entity Type
Breezy Palms, LLC	Florida	Limited Liability Company

SECOND:

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

Name	Jurisdiction	Form/Entity Type
Mountain Acres, LLC	Florida	Limited Liability Company

THIRD:

The terms and conditions of the merger are as follows:

All units belonging to the members of Breezy Palms, LLC shall be exchanged for the same number of units to Mountain Acres, LLC.

FOURTH:

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

Breezy Palms, LLC Members will Submit these shares to Mountain Acres, LLC

Laura May Hainisch, Trustee U.D.T. 8-7-19	50 Shares
---	-----------

Richard Kay Hainisch Trustee U.D.T. 8-7-19	50 Shares
--	-----------

Mountain Acres, LLC will then issue shares to these parties

Laura May Hainisch, Trustee U.D.T. 8-7-19	50 Shares
---	-----------

Richard Kay Hainisch Trustee U.D.T. 8-7-19	50 Shares
--	-----------

FIFTH:

If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Member	Address
Richard K. Hainisch	8520 Gardenia Drive Seminole, FL 33777

Laura May Hainisch	8520 Gardenia Drive Seminole, FL 33777
--------------------	--

SIXTH:

The merger herein contemplated shall be effective at the close of business on merging Breezy Palms, LLC into the Surviving Corporation with the Florida Department of State (the "Effective Date").

SEVENTH:

If at any time the Surviving Limited Liability Company shall consider or be advised that any further assignments, assurances in law or any action is necessary, appropriate, or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of Breezy Palms, LLC, the last acting officers of Breezy Palms, LLC, or the corresponding officers of the Surviving Limited Liability Company, shall and will execute and

make all such proper assignments and assurances and take all action necessary or proper to vest title in such property or rights in the Surviving Limited Liability Company, and otherwise to carry out the purposes of this Agreement.

Eighth:

The directors and officers of the Surviving Limited Liability Company shall continue in office until they resign or until their successor are elected and qualified.

Ninth:

From and after the Effective Date, the Surviving Limited Liability Company shall continue to be governed under the laws of the State of Florida.

Tenth:

From and after the Effective Date, the Operating Agreement of Breezy Palms, LLC shall be deemed repealed and the Surviving Limited Liability Company shall continue to be governed by its existing Articles of Organization.

Eleventh:

From and after the Effective Date, the Operating Agreement of Breezy Palms, LLC shall be deemed repealed and the By-laws of the Surviving Limited Liability Company shall continue to be governed by its existing Operating Agreement.

Twelfth:


With respect to all leases and other agreements, instrument or obligations under which Breezy Palms, LLC is obligated to obtain a consent prior to the merger herein contemplated in order to comply with the conditions thereof, or to vest its interest therein in the Surviving Limited Liability Company, Breezy Palms, LLC shall exercise all reasonable efforts to obtain such consent prior to the Effective Date of this merger.

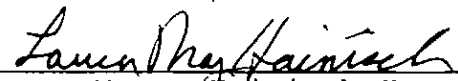
Thirteenth:

This Agreement may be terminated and abandoned by mutual consent of the members of Mountain Acres, LLC at any time prior to the Effective Date of the merger contemplated herein.

IN WITNESS WHEREOF, Breezy Palms, LLC, a Florida Limited Liability Company, and Mountain Acres, LLC, a Florida Limited Liability Company, have each caused this Agreement and Plan of Merger to be executed on their respective behalfs and their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date herein above first written.

Mountain Acres, LLC

By: 
Richard K. Hainisch, Trustee
U.D.T.8-7-19 Member
Mountain Acres, LLC

By: 
Laura May Hainisch, Trustee
U.D.T.8-7-19 Member
Mountain Acres, LLC

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 13th day of November, 2019, by Richard K. Hainisch as Member of Mountain Acres, LLC.


J. GERARD CORREA

(Notarial Seal)

Notary Public, State of Florida
My commission expires:

STATE OF FLORIDA
COUNTY OF PINELLAS



JOHN GERARD CORREA
Commission # GG 135060
Expires December 13, 2021
Bonded Thru Budget Notary Services

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 13th day of November, 2019, by Laura May Hainisch as Member of Mountain Acres, LLC.


J. GERARD CORREA


(Notarial Seal)


Notary Public, State of Florida
My commission expires:



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Expires December 13, 2021
Bonded Thru Budget Notary Services

Breezy Palms, LLC:

By: 
Richard K. Hainisch, Trustee
U.D.T. 8-7-19
Member, Breezy Palms, LLC

By: 
Laura May Hainisch, Trustee
U.D.T. 8-7-19
Member, Breezy Palms, LLC

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

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J. GERARD CORREA

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Notary Public, State of Florida
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J. GERARD CORREA

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Notary Public, State of Florida
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Breezy Palms, LLC

INTO AND WITH

Mountain Acres, LLC

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W I T N E S S E T H:

WHEREAS, all the members as well as managers of each of the Parties deems it advisable and for the benefit of each of the Parties and their respective members that Breezy Palms, LLC merge into and with Mountain Acres, LLC.

WHEREAS, the members of Breezy Palms, LLC and Mountain Acres, LLC have approved this Agreement by a majority-in-interest of the members and by a record, by each member of a merging limited liability company which will have interest holder liability for debts, obligations, and other liabilities that arise after the merger becomes effective, according to Section 605.1023(1), Florida Statutes;

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and among the parties hereto, and subject to the conditions hereinafter set forth, that Breezy Palms, LLC be merged into and with Mountain Acres, LLC (hereinafter also sometimes referred to as the "Surviving LLC"), the name of the Surviving LLC to be continued under the name "Mountain Acres, LLC", and thereafter the individual existence of Breezy Palms, LLC shall cease. The terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect are and shall be as follows:

FIRST:

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

Name	Jurisdiction	Form/Entity Type
Breezy Palms, LLC	Florida	Limited Liability Company

SECOND:

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

Name	Jurisdiction	Form/Entity Type
Mountain Acres, LLC	Florida	Limited Liability Company

THIRD:

The terms and conditions of the merger are as follows:

All units belonging to the members of Breezy Palms, LLC shall be exchanged for the same number of units to Mountain Acres, LLC.

FOURTH:

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

Breezy Palms, LLC Members will Submit these shares to Mountain Acres, LLC

Laura May Hainisch, Trustee U.D.T. 8-7-19	50 Shares
---	-----------

Richard Kay Hainisch Trustee U.D.T. 8-7-19	50 Shares
--	-----------

Mountain Acres, LLC will then issue shares to these parties

Laura May Hainisch, Trustee U.D.T. 8-7-19	50 Shares
---	-----------

Richard Kay Hainisch Trustee U.D.T. 8-7-19	50 Shares
--	-----------

FIFTH:

If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Member	Address
--------	---------

Richard K. Hainisch	8520 Gardenia Drive Seminole, FL 33777
---------------------	--

Laura May Hainisch	8520 Gardenia Drive Seminole, FL 33777
--------------------	--

SIXTH:

The merger herein contemplated shall be effective at the close of business on merging Breezy Palms, LLC into the Surviving Corporation with the Florida Department of State (the "Effective Date").

SEVENTH:

If at any time the Surviving Limited Liability Company shall consider or be advised that any further assignments, assurances in law or any action is necessary, appropriate, or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of Breezy Palms, LLC, the last acting officers of Breezy Palms, LLC, or the corresponding officers of the Surviving Limited Liability Company, shall and will execute and

make all such proper assignments and assurances and take all action necessary or proper to vest title in such property or rights in the Surviving Limited Liability Company, and otherwise to carry out the purposes of this Agreement.

Eighth:

The directors and officers of the Surviving Limited Liability Company shall continue in office until they resign or until their successor are elected and qualified.

Ninth:

From and after the Effective Date, the Surviving Limited Liability Company shall continue to be governed under the laws of the State of Florida.

Tenth:

From and after the Effective Date, the Operating Agreement of Breezy Palms, LLC shall be deemed repealed and the Surviving Limited Liability Company shall continue to be governed by its existing Articles of Organization.

Eleventh:

From and after the Effective Date, the Operating Agreement of Breezy Palms, LLC shall be deemed repealed and the By-laws of the Surviving Limited Liability Company shall continue to be governed by its existing Operating Agreement.

Twelfth:

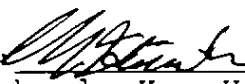
With respect to all leases and other agreements, instrument or obligations under which Breezy Palms, LLC is obligated to obtain a consent prior to the merger herein contemplated in order to comply with the conditions thereof, or to vest its interest therein in the Surviving Limited Liability Company, Breezy Palms, LLC shall exercise all reasonable efforts to obtain such consent prior to the Effective Date of this merger.


Thirteenth:

This Agreement may be terminated and abandoned by mutual consent of the members of Mountain Acres, LLC at any time prior to the Effective Date of the merger contemplated herein.

IN WITNESS WHEREOF, Breezy Palms, LLC, a Florida Limited Liability Company, and Mountain Acres, LLC, a Florida Limited Liability Company, have each caused this Agreement and Plan of Merger to be executed on their respective behalfs and their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date herein above first written.

Mountain Acres, LLC

By: 
Richard K. Hainisch, Trustee
U.D.T.8-7-19 Member
Mountain Acres, LLC

By: 
Laura May Hainisch, Trustee
U.D.T.8-7-19 Member
Mountain Acres, LLC

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 13th day of November, 2019, by Richard K. Hainisch as Member of Mountain Acres, LLC.


J. GERARD CORREA

(Notarial Seal)

Notary Public, State of Florida
My commission expires:

STATE OF FLORIDA
COUNTY OF PINELLAS



JOHN GERARD CORREA
Commission # GG 135060
Expires December 13, 2021
Bonded Thru Budget Notary Services

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 13th day of November, 2019, by Laura May Hainisch as Member of Mountain Acres, LLC.


J. GERARD CORREA

(Notarial Seal)

Notary Public, State of Florida
My commission expires:



JOHN GERARD CORREA
Commission # GG 135060
Expires December 13, 2021
Bonded Thru Budget Notary Services

Breezy Palms, LLC:

By: [Signature]
Richard K. Hainisch, Trustee
U.D.T. 8-7-19
Member, Breezy Palms, LLC

By: [Signature]
Laura May Hainisch, Trustee
U.D.T. 8-7-19
Member, Breezy Palms, LLC

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

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[Signature]
J. GERARD CORREA
Notary Public, State of Florida
My commission expires:

(Notarial Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS



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[Signature]
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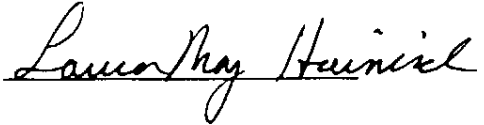
RECORD OF APPROVAL OF PLAN OF MERGER
BY ALL MEMBERS

Mountain Acres, LLC

The undersigned(s), being all of the members of Mountain Acres, LLC, hereby unanimously consent to the merger as set forth in the plan of merger.

The signing of this consent by the members shall constitute full ratification and approval of the action taken as set forth in the plan of merger.

Consent dated : November 13, 2019

Name of Member	No. units	Signature
Richard K. Hainisch, Trustee U.D.T. 8-7-19	50	 _____
Laura May Hainisch, Trustee U.D.T. 8-7-19	50	 _____

RECORD OF APPROVAL OF PLAN OF MERGER
BY ALL MEMBERS

Breezy Palms, LLC

The undersigned(s), being all of the members of Breezy Palms, LLC, hereby unanimously consent to the merger as set forth in the plan of merger.

The signing of this consent by the members shall constitute full ratification and approval of the action taken as set forth in the plan of merger.

Consent dated : November 13, 2019

Name of Member

No. units

Signature

Richard K. Hainisch,
Trustee U.D.T. 8-7-19

50



Laura May Hainisch,
Trustee U.D.T. 8-7-19

50

