

L05000043393

Division of Corporations

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Florida Department of State
Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : BROAD AND CASSEL ORLANDO - CORPORATE
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12-31-16

MERGER OR SHARE EXCHANGE
Property Renovations and Construction, LLC

Certificate of Status	0
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Page Count	05
Estimated Charge	\$50.00

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Corporate Filing Menu

Help

From:

12/21/2016 16:35

#072 P.025/029

ARTICLES OF MERGER

OF

✓ PRC MANAGEMENT SOLUTIONS, LLC
(a Florida limited liability company)

L15-130883

WITH AND INTO

✓ PROPERTY RENOVATIONS AND CONSTRUCTION, LLC
(a Florida limited liability company)

L05-43393

The following Articles of Merger are submitted to merge the following Florida profit corporations in accordance with Section 605.1025, Florida Statutes:

1. The exact name, form/entity type, and jurisdiction for each merging party are as follows: PRC MANAGEMENT SOLUTIONS, LLC, a Florida limited liability company (the "Disappearing Entity") and PROPERTY RENOVATIONS AND CONSTRUCTION, LLC, a Florida limited liability company (the "Surviving Entity").

2. Attached as Exhibit A is a copy of the agreement and plan of merger (the "Agreement and Plan of Merger"), dated effective as of December 31, 2016, between the Surviving Entity and the Disappearing Entity, setting forth the plan of merger whereby the Disappearing Entity will merge with and into the Surviving Entity.

3. The Agreement and Plan of Merger was approved and adopted by the sole member and managers of the Surviving Entity by written consent on December 31, 2016, and approved by the sole member and managers of the Disappearing Entity by written consent effective on December 31, 2016. The Plan of Merger has been approved in accordance with the applicable provisions of Florida law.

4. The Articles of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered or amended as therein provided and in the manner prescribed by the relevant provisions of Florida Law.

5. The merger shall become effective as of December 31, 2016.

6. The Members of the Disappearing Entity waive any and all appraisal rights that may be available to them under law or equity

[SIGNATURE PAGE TO FOLLOW]

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IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

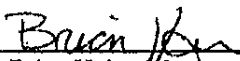
DISAPPEARING ENTITY:

PRC MANAGEMENT SOLUTIONS, LLC, a
Florida limited liability company

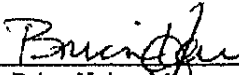
SURVIVING ENTITY:

PROPERTY RENOVATIONS AND
CONSTRUCTION, LLC, a
Florida limited liability company

By:


Brian Haire, Manager

By:


Brian Haire, Manager

[SIGNATURE PAGE TO ARTICLES OF MERGER]

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EXHIBIT A

AGREEMENT AND PLAN OF MERGER

See attached.

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12/21/2016 16:36

#072 P.028/029

AGREEMENT AND PLAN OF MERGER**OF****PRC MANAGEMENT SOLUTIONS, LLC**
(a Florida limited liability company)**WITH AND INTO****PROPERTY RENOVATIONS AND CONSTRUCTION, LLC**
(a Florida limited liability company)

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into and effective as of the 31st day of December, 2016, by and between **PRC MANAGEMENT SERVICES, LLC**, a Florida limited liability company (the "Disappearing Entity"), and **PROPERTY RENOVATIONS AND CONSTRUCTION, LLC**, a Florida limited liability company (the "Surviving Entity").

BACKGROUND

WHEREAS, the sole member and managers of the Disappearing Entity and the sole member and managers of the Surviving Entity have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

PLAN OF MERGER

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the provisions of Chapter 605, Florida Statutes, at the effective time of the merger (the "Effective Time"), the Disappearing Entity shall be merged with and into the Surviving Entity. As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and the Surviving Entity are collectively referred to as the "Constituent Entities".

2. The Merger shall become effective as of the effective date and time provided for in the Articles of Merger (the "Effective Date").

3. The Articles of Organization of the Surviving Entity as in effect at the effective time of the merger shall be the Articles of Organization of the Surviving Entity after the Effective Time.

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#072 P.029/029

4. On the Effective Date, by virtue of the Merger and without any action on the part of the members, officers, or managers, of the Constituent Entities, the membership interests of the Disappearing Entity immediately prior to the Effective Time will be automatically cancelled and the Surviving Entity will not issue membership interests/units.

5. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

6. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.

7. Anything herein to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and the Merger may be abandoned at any time prior to the Effective Date by mutual agreement evidenced by resolutions of the Members of the parties hereto. If the Articles have been filed prior to the abandonment, either party may execute and file an appropriate certificate of abandonment of the Merger with the Secretary of State of Florida, as applicable.

8. This Agreement may not be amended or supplemented, except by a writing executed by all of the parties hereto or by the party against which enforcement is sought.

9. This Agreement shall be binding upon, and shall inure to the benefit of, the parties hereto and their respective successors and assigns.

10. This Agreement shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

11. This Agreement may be executed in one or more counterparts, a complete set of which shall constitute one original.

IN WITNESS WHEREOF the parties hereto have duly executed this Agreement as of the day and year first above written.

DISAPPEARING ENTITY:

PRC Management Services, LLC, a
Florida limited liability company

By: 
Brian Haire, Manager

SURVIVING ENTITY:

Property Renovations and Construction,
LLC, a Florida limited liability company

By: 
Brian Haire, Manager