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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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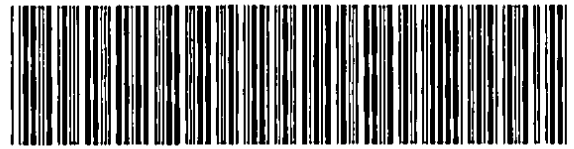
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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AUG 19 2019

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DIVISION OF CORPORATIONS  
19 AUG 19 PM 12:41

LLC  
Merger

08/28/19

DC

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Viles and Beckman Properties, LLC merger with Viles and Beckman, LLC

\_\_\_\_\_  
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Marcus Viles

\_\_\_\_\_  
Contact Person

Viles and Beckman, LLC

\_\_\_\_\_  
Firm/Company

6350 Presidential Court

\_\_\_\_\_  
Address

Fort Myers, FL 33919

\_\_\_\_\_  
City, State and Zip Code

Marcus@vilesandbeckman.com

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

For further information concerning this matter, please call:

Marcus Viles

at (239

334-3933

\_\_\_\_\_  
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  
For  
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Viles and Beckman, LLC	Florida	LLC
Viles and Beckman Properties, LLC	Florida	LLC

L05-723

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Viles and Beckman, LLC	Florida	LLC

L05-503

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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DIVISION OF CORPORATIONS  
19 AUG 19 PM 12:41

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic records are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

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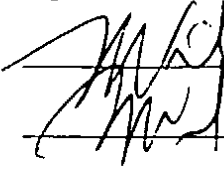
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**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed 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.

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Viles and Beckman, LLC		Marcus Viles
Viles and Beckman Properties		Marcus Viles

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

<b><u>Fees:</u></b>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<b><u>Certified Copy (optional):</u></b>	\$30.00

## **AGREEMENT AND PLAN OF MERGER**

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into by and between Viles and Beckman, LLC, a Florida limited liability company (the "Parent"), and Viles and Beckman Properties, LLC, a Florida limited liability company (the "Subsidiary"), as of August 13, 2019.

In consideration of the mutual promises and covenants in the Agreement, the parties agree as follows:

### **1. The Merger.**

- 1.1 **Surviving Entity.** Upon the time of filing (the "Effective Time") of a Certificate of Merger with the Secretary of State of the State of Florida:
  - a. The Subsidiary shall be merged with and into the Parent (the "Merger") in accordance with Statutes 607.1109, 617.0302 or 605.1025 of the State of Florida.
  - b. The Parent shall be the surviving company of the Merger (hereinafter sometimes called the "Surviving LLC")
  - c. The identity, existence, rights, privileges, powers, franchises, properties and assets of the Parent shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving LLC, and
  - d. The identity and separate existence of the Subsidiary shall cease, and all of the rights privileges, powers, franchises, properties and assets of the Subsidiary shall be vested in the Surviving LLC.
- 1.2 **Operating Agreement, Members, Manager and Officers.** From and after the Effective Time Until amended as provided by law, the Operating Agreement of the Parent shall be the Operating Agreement of the Surviving LLC, and the manager[s] and officers of the Parent in office immediately prior to the Effective Time shall become the manager[s] and officers of the Surviving LLC as of the Effective Time.
- 1.3 **Membership Interest Conversion.** At the Effective Time each membership interest in the Subsidiary outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action on the part of the Subsidiary or the Parent, be canceled; and all of the membership interests in the Parent outstanding prior to the Merger shall remain outstanding membership interests in the Surviving LLC following the Merger.


2. General.

- 2.1 Condition to the Merger. The Merger shall have been duly authorized by both the Parent and the Subsidiary prior to the filing of the Certificate of Merger with the Secretary of the State of Florida effecting the Merger.
- 2.2 Termination. Notwithstanding anything herein or elsewhere to the contrary, this Agreement may be terminated and abandoned at any time before the Effective Time. In the event of such termination and abandonment, this Agreement shall forthwith become void and neither party nor its respective officers, managers or members shall have any liability hereunder.
- 2.3 Counterparts. This Agreement may be in any number of counterparts, each of which will be deemed an original, but all of which will constitute one instrument.

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement and Plan of Merger as of the date first written above.

PARENT:

Viles and Beckman, LLC

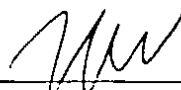
By: 

Name: Marcus Viles

Title: member

SUBSIDIARY:

Viles and Beckman Properties, LLC

By: 

Name: Marcus Viles

Title: Member