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MERGER OR SHARE EXCHANGE

Flamingo Lake, LLC

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PLEASE REPLY TO: JACKSONVILLE OFFICE

www.fishertousey.com

FISHER, TOUSEY, LEAS & BALL
 ATTORNEYS AT LAW

November 23, 2020

VIA FAX

 Division of Corporations
 (850)245-6897

 Re: Flamingo Lake, LLC (the "Company")
 Doc ID L05000068748

To Whom it May Concern:

On November 19, 2020, Flamingo Lake, LLC, a Florida limited liability company, filed Articles of Merger and Plan of Merger (the "*Articles of Merger*") with the Florida Division of Corporations to be effective as of November 19, 2020. I did not receive a confirmation letter. I have attached the original fax confirmation for proof of filing on November 19, 2020, the receipt and the Articles of Merger. Would you please file the Article of Merger with an effective date of November 19, 2020, the original effective date. Please fax a confirmation letter to my attention.

Thank you for your assistance in this matter. If there are any questions, or if anything further is needed, please call me, at (904) 356-2600.

Sincerely,

 Brittany A. Cook-Marsh,
 Paralegal

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ARTICLES OF MERGER
and
PLAN OF MERGER
by and between
FLAMINGO R & M, LLC,
with
FLAMINGO LAKE, LLC
AS THE SURVIVING ENTITY

THESE ARTICLES OF MERGER AND PLAN OF MERGER (the "**Articles of Merger**") are made and entered into this 19th day of November, 2020 (the "**Effective Date**"), by and between FLAMINGO LAKE, LLC, a Florida limited liability company, the document number of which is L05000068748, and its principal office located at 3640 Newcomb Road, Jacksonville, Florida 32218 (the "**Surviving Entity**"), and FLAMINGO R & M, LLC, a Florida limited liability company, the document number of which is L17000153748, and its principal office located at 3640 Newcomb Road, Jacksonville, Florida 32218 (the "**Disappearing Entity**"). In these Articles of Merger, the Surviving Entity and the Disappearing Entity are collectively referred to as the "**Constituent Entities**."

In conjunction with the reorganization of the Surviving Entity and the Disappearing Entity, the members have determined (1) it to be in its best interest to transfer the assets of the Disappearing Entity to the Surviving Entity, and (2) that the most efficient method of making such transfer is to cause the Disappearing Entity to merge with and into the Surviving Entity pursuant to the terms and conditions set forth in these Articles of Merger (the "**Merger**").

NOW, THEREFORE, the Constituent Entities, in consideration of the mutual covenants, agreements and provisions set forth below, have agreed that the Disappearing Entity will merge with and into the Surviving Entity pursuant to the laws of the State of Florida upon the terms and conditions set forth below.

ARTICLE I
MERGER

As of the date that these Articles of Merger are filed with the Secretary of State of the State of Florida, the Disappearing Entity shall be merged with and into the Surviving Entity. Upon the approval of these Articles of Merger by the Secretary of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, these Articles of Merger shall be filed with the Secretary of State of the State of Florida. The Merger shall be effective and the separate existence of the Disappearing Entity shall cease (except as continued by statute) as of the Effective Date. Following the Merger, the Surviving Entity shall continue to be governed by the laws of the State of Florida.

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ARTICLE II OUTSTANDING MEMBERSHIP INTERESTS

The sole member of the Disappearing Entity is the Surviving Entity and will not receive additional membership interest in the Surviving Entity as a result of the Merger.

ARTICLE III TERMS AND CONDITIONS

(a) The Articles of Organization of the Surviving Entity in effect on the Effective Date of the Merger shall remain in full force and effect as the Articles of Organization of the Surviving Entity.

(b) The principal office of the Surviving Entity shall be 3640 Newcomb Road, Jacksonville, Florida 32218.

(c) If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of the Disappearing Entity, the proper managers, officers and representatives of the Disappearing Entity or the Surviving Entity shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Entity or otherwise to carry out the intent or accomplish the purposes of these Articles of Merger.

ARTICLE IV EFFECT OF MERGER

Upon the effectiveness of the Merger, (a) the separate existence of the Disappearing Entity, except insofar as it may be continued by statute, shall cease, and (b) the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of the Disappearing Entity, and all the rights, privileges, immunities, powers and franchises of the Disappearing Entity and all property, real, personal and mixed, and all debts due or belonging to the Disappearing Entity, shall be vested in the Surviving Entity; all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Entity, and the title to any real estate vested by deed or otherwise in the Disappearing Entity shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of the Disappearing Entity shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of the Disappearing Entity attach to and shall be assumed by the Surviving Entity, and may be enforced against the Surviving Entity to the same extent as if those debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Entity.

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**ARTICLE V
AUTHORIZATION OF MERGER**

The merger between the Surviving Entity and the Disappearing Entity was approved pursuant to the provisions of Sections 605.1021 through 605.1023, Florida Statutes.

**ARTICLE VI
MANAGEMENT**

Immediately upon and after the merger of the Disappearing Entity with and into the Surviving Entity, Raymond L. Lane and Michael W. Fisher shall serve as the managers of the Surviving Entity until its successor is elected and qualified or at its earlier resignation or removal.

**ARTICLE VII
APPRAISAL RIGHTS**

Pursuant to Sections 605.1006 and 605.1061 through 605.1072, Florida Statutes, the Surviving Entity agrees to pay appraisal rights to the member of the Disappearing Entity to the effect that such members are entitled to appraisal rights.

**ARTICLE VIII
COMPLIANCE WITH LEGAL REQUIREMENTS**

All provisions of the laws of the State of Florida applicable to the Merger have been or will be complied with upon the filing and recording of these Articles of Merger with the Secretary of State of the State of Florida.

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IN WITNESS WHEREOF, the Constituent Entities have executed these Articles of Merger
as of the Effective Date.

SURVIVING ENTITY:

FLAMINGO LAKE, LLC,
a Florida limited liability company

By: 

Raymond L. Lane, as Manager

DISAPPEARING ENTITY:

Flamingo R & M, LLC,
a Florida limited liability company

By: 

Raymond L. Lane, as Manager