

L050000089469

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

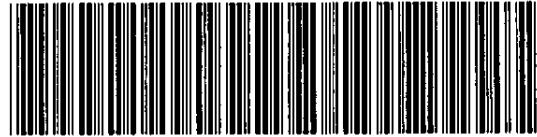
(Business Entity Name)

(Document Number)

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17 JAN 26 PM 12:09

LLC
merger

FEB 03 2017
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17 FEB -2 AM 8:19
FBI - NEW YORK

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Market World Realty

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17 FEB - 2 PM 12:42
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____ Art of Inc. File _____
____ LTD Partnership File _____
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____ Trade/Service Mark _____
____ Merger File _____
____ Art. of Amend. File _____
____ RA Resignation _____
____ Dissolution / Withdrawal _____
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____ Photo Copy _____
____ Certificate of Good Standing _____
____ Certificate of Status _____
____ Certificate of Fictitious Name _____
____ Corp Record Search _____
____ Officer Search _____
____ Fictitious Search _____
____ Fictitious Owner Search _____
____ Vehicle Search _____
____ Driving Record _____
____ UCC 1 or 3 File _____
____ UCC 11 Search _____
____ UCC 11 Retrieval _____
____ Courier _____

Signature _____

Requested by: Seth

Name _____ Date _____ Time _____

Walk-In _____ Will Pick Up _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 1, 2017

CAPITAL CONNECTION, INC.
WALK-IN

SUBJECT: MARKET WORLD REALTY & DEVELOPMENT, LLC
Ref. Number: L05000089469

RECEIVED
17 FEB -2 PM 12:42
SUNBIZ
SUPERVISOR OF FILING

We have received your document and check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

ARTICLES OF MERGER MUST BE FILED PURSUANT TO SECTION 605.1025, FLORIDA STATUTE.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist III

Letter Number: 817A00001992



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 27, 2017

CAPITAL CONNECTION, INC.
WALK-IN

SUBJECT: MARKET WORLD REALTY & DEVELOPMENT, LLC
Ref. Number: L05000089469

We have received your document and check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

ARTICLES OF MERGER MUST BE FILED PURSUANT TO SECTION 605.1025, FLORIDA STATUTES. WE ARE ENCLOSING THE CORRECT FORMS TO BE COMPLETED FOR FILING.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Darlene Connell
Regulatory Specialist III

Letter Number: 717A00001743

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CORPORATION
17 JAN 31 PM 12:11

CERTIFICATE OF MERGER

This Certificate of Merger and attached Plan of Merger are submitted to merge the following Florida Limited Liability Company in accordance with Chapter 605, Florida Statutes.

1. The exact name, entity type and jurisdiction for each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Jon Jon Development, LLC	Florida	Limited Liability Company
Market World Realty & Development, LLC	Florida	Limited Liability Company

2. The exact name, entity type and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Market World Realty & Development, LLC	Florida	Limited Liability Company

3. The attached Plan of Merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 605, Florida Statutes.

4. The effective date of the merger will be the date this document is filed with the Florida Department of State.

Signed this 22 day of December 2016.

Vincent K. To, Manager
Jon Jon Development, LLC

By: 

Vincent K. To

Vincent K. To, Manager
Market World Realty & Development, LLC

By: 

Vincent K. To

FILED
17 FEB -2 AM 9:19
AT THE FLORIDA DEPARTMENT OF STATE

PLAN OF MERGER

This Plan of Merger, dated December 22, 2016, between, Market World Realty & Development, LLC, hereinafter referred to as the "surviving company," and Jon Jon Development, LLC, hereinafter referred to as the "absorbed company."

WHEREAS, Jon Jon Development, LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 1052 U.S. Highway 92 West, Auburndale, Florida 33823, and

WHEREAS, Jon Jon Development, LLC has a capitalization of 100 membership units representing all of the membership interests in the company; and

WHEREAS, Market World Realty & Development, LLC is a limited liability company organized and existing under the laws of the State of Florida with its principal office at 1052 U.S. Highway 92 West, Auburndale, Florida 33823; and

WHEREAS, Market World Realty & Development, LLC has a capitalization of 100 membership units representing all of the membership interests in the company; and

WHEREAS, the managers of the constituent companies deem it desirable and in the best business interests of the companies and their members that Jon Jon Development, LLC be merged into Market World Realty & Development, LLC pursuant to the provisions of Sections 60: 5 of the Florida Limited Liability Company Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent companies agree as follows:

1. Merger. Jon Jon Development, LLC shall merge with and into Market World Realty & Development, LLC, which shall be the surviving company.
2. Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed company shall cease, and the surviving company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed company, without the necessity for any separate transfer. The surviving company shall then be responsible and liable for all liabilities and obligations of the absorbed company, and neither the rights of creditors nor any liens on the property of the absorbed company shall be impaired by the merger.

3. Conversion of Shares. The manner and basis of converting the membership interests of the absorbed company into membership interests of the surviving company is as follows:

(a) Each membership interest of Jon Jon Development, LLC on the effective date of the merger shall be converted into one membership interest of Market World Realty & Development, LLC. However, in no event shall fractional interests of the surviving company be issued.

(b) The conversion shall be effected as follows: After the effective date of the merger, each member in the surviving company shall retain their membership interests in the same proportion as they did prior to the merger.

4. Changes in Articles of Organization. The Articles of Organization of the surviving company shall continue to be its Articles of Organization following the effective date of the merger.

5. Changes in the Operating Agreement. The Operating Agreement of the surviving company shall continue to be its Operating Agreement following the effective date of the merger.

6. Manager. The manager of the surviving company on the effective date of the merger shall continue as the manager of the surviving company for his/her full unexpired term of office and until a qualified successor has been elected or appointed.

7. Approval by Members. This Plan of Merger shall be submitted for the approval of the members of the constituent companies in the manner provided by the operating agreements of the companies and applicable laws of the State of Florida on or before December 31, 2016 or at such other time as the managers of the constituent companies may agree.

8. Effective Date of Merger. The effective date of this merger shall be the date when articles of merger are filed with the Florida Department of State.

9. Execution of Agreement. This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the companies by their respective managers on the date first above written.

Vincent K. To, Manager
Jon Jon Development, LLC

By: 

Vincent K. To

Vincent K. To, Manager
Market World Realty & Development, LLC

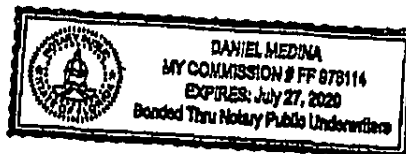
By: [Signature]
Vincent K. To

STATE OF FLORIDA
COUNTY OF POLK

The foregoing instrument was acknowledged before me on December 22, 2016, by
Vince To as Manager of Jon Jon Development, LLC and Market World Realty & Development,
LLC.

Personally Known ✓
Produced Identification _____
Type of Identification _____

[Signature]
Notary Public--State of Florida
Print Notary Name: _____
My Commission Number is: _____
My Commission Expires: _____



Prepared by:
Daniel Medina, L.L.M.
MEDINA LAW GROUP, P.A.
400 S. Kentucky Ave., Suite 660
Lakeland, Florida 33801
(863) 682-9730

Subscription and Acceptance by Member

I, individually, or as the authorized representative of a Subscriber/Member, have subscribed to a Membership Interest in Jon Jon Development, LLC, a Florida Limited Liability Company, (Company) formed by written Articles of Organization to which this acceptance is appended, and

Acknowledge that I have received and reviewed the Articles of Organization with the opportunity and encouragement to seek the advice and consultation of independent legal and tax counsel;

Acknowledge and confirm my subscription to a Membership Interest in the Company equal to the value of property to be contributed to the Company by me as a percentage of the value of all property contributed to the Company, and agree to transfer my required contribution of capital to the Company upon the effective date, and upon notice of the Company to make the contribution according to my subscribed interest;

Acknowledge that this subscription agreement and my ownership interest in the Company will be subject to the restrictions against transfer stated in the Articles of Organization and the following restrictions:

THE COMPANY INTERESTS HAVE NOT, NOR WILL BE, REGISTERED OR EXEMPTED UNDER FEDERAL OR STATE SECURITIES LAWS. THE COMPANY INTERESTS MAY NOT BE OFFERED FOR SALE, SOLD, PLEDGED, OR OTHERWISE TRANSFERRED UNLESS REGISTERED OR QUALIFIED, OR UNLESS AN EXEMPTION FROM REGISTRATION OR QUALIFICATION EXISTS. THE AVAILABILITY OF ANY EXEMPTION FROM REGISTRATION OR QUALIFICATION MUST BE ESTABLISHED BY AN OPINION OF COUNSEL FOR THE OWNER, WHICH OPINION AND COUNSEL MUST BE REASONABLY SATISFACTORY TO THE COMPANY.

Agree to be bound by the terms and conditions of the Articles of Organization and Certificate of Membership.

Acknowledge that the following disclosures have been made prior to my execution of this subscription agreement:

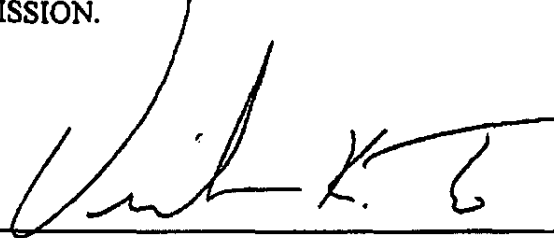
THE COMPANY INTERESTS OF THE COMPANY HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), OR THE SECURITIES LAWS OF ANY STATE. THE PERCENTAGES OF OWNERSHIP ARE OFFERED AND SOLD IN RELIANCE ON EXCEPTIONS FROM THE REGISTRATION REQUIREMENT OF THE SECURITIES ACT AND SUCH LAWS, AND PARTICULARLY REGULATION D [enacted by the Securities and Exchange Commission effective April 15, 1982, pertaining to certain offers and sales of securities without registration under the Securities Act of 1933.]

THE COMPANY WILL NOT BE SUBJECT TO THE REPORTING REQUIREMENTS OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED, AND WILL NOT

Prepared by:
Daniel Medina, LL.M.
MEDINA LAW GROUP, P.A.
400 S. Kentucky Ave., Suite 660
Lakeland, Florida 33801
(863) 682-9730

FILE REPORTS, PROXY STATEMENTS AND OTHER INFORMATION WITH THE
SECURITIES AND EXCHANGE COMMISSION.

Dated this 22 day of December, 2016.



Vincent K. To, Member, Subscriber

STATE OF FLORIDA

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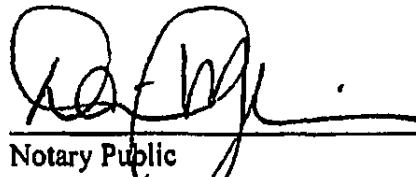
) ss.

COUNTY OF POLK

)

The foregoing instrument was acknowledged before me this day, December 22, 2016, by Vincent K. To, as Member, who is personally known to me or who has produced
_____, as identification.

[Seal]



Notary Public

My commission expires: _____

