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**MERGER OR SHARE EXCHANGE  
FOF, LLC**

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**ARTICLES OF MERGER  
OF  
CTB OF BREVARD, LLC**  
a Florida limited liability company  
**WITH AND INTO  
FOF, LLC,**  
a Florida limited liability company

CTB of Brevard, LLC, a Florida limited liability company ("CTB") and FOF, LLC, a Florida limited liability company ("FOF"), pursuant to the provisions of Section 605.1025, Florida Statutes, hereby certify in connection with the merger of CTB into FOF that:

1. The name and jurisdiction of the merging limited liability company is CTB of Brevard, LLC, a Florida limited liability company.
2. The name and jurisdiction of the surviving entity is FOF, LLC, a Florida limited liability company (Florida Document No. L06000053565).
3. The Agreement and Plan of Merger is attached hereto as Exhibit "A."
4. The Agreement and Plan of Merger was approved by all of the members of CTB on March 15, 2019 in accordance with the applicable provisions of Chapter 605, Florida Statutes.
5. The Agreement and Plan of Merger was approved by all of the members of FOF on March 15, 2019 in accordance with the applicable provisions of Chapter 605, Florida Statutes.
6. The merger shall become effective upon filing of these Articles.

**IN WITNESS WHEREOF**, each of the undersigned has made and subscribed to the Articles of Merger, this 26 day of March, 2019.

**CTB OF BREVARD, LLC**, a Florida limited liability company

By: \_\_\_\_\_

Djon Pepaj, Manager

**FOF, LLC**, a Florida limited liability company

By: \_\_\_\_\_

Djon Pepaj, Manager

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Exhibit "A"

**AGREEMENT AND PLAN OF MERGER**

This Agreement dated this 26 day of March, 2019, by and between **CTB OF BREVARD, LLC**, a Florida limited liability company ("CTB") and **FOF, LLC**, a Florida limited liability company ("FOF").

**RECITALS:**

**A.** The Member of CTB and the Member of FOF deem it advisable and in the best interests of both entities that CTB be merged with and into FOF with FOF being the surviving company pursuant to the laws of the State of Florida and upon the terms and conditions set forth herein; and

**B.** The Member of CTB and the Member of FOF have unanimously approved the merger of CTB into FOF in accordance with the provisions of Section 605.1023, Florida Statutes.

**NOW THEREFORE**, in consideration of the mutual covenants contained herein, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

**ARTICLE I  
MERGER**

**1.1** CTB shall be merged with and into FOF in accordance with the laws of the State of Florida. The separate limited liability company existence of CTB shall thereby cease, and FOF shall be the surviving limited liability company.

**1.2** The surviving company shall be FOF, LLC, a Florida limited liability company, having a business address of 1000 N. Riverside Drive, Indialantic, FL 32903.

**1.3** The effective date ("Effective Date") of the merger shall be the date the Articles of Merger are filed with the Florida Department of State.

**1.4** FOF, the surviving limited liability company, shall possess all rights, privileges, immunities and franchises, to the extent consistent with the Operating Agreement of the merged entities. All of the rights, privileges, powers and franchises of CTB, of a public as well as of a private nature, and all property, real, personal and mixed of CTB, and all debts due it on whatever account, including all causes of action and all and every other interest of it or belonging to it, shall be taken by and deemed to be transferred to and vested in FOF without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of CTB shall thereafter be as effectually the property of FOF as was the case for CTB.

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1.5 From and after the Effective Date, FOF shall be subject to the duties and liabilities of a limited liability company organized under the laws of the State of Florida and shall be liable and responsible for all the liabilities and obligations of the merged entities. The rights of the creditors of the merged entities, or of any person dealing with such entities, or any liens upon the property of such entities, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such entities may be prosecuted to judgment as if this merger had not taken place, or FOF may be proceeded against or substituted in place of CTB. Except as otherwise herein set forth, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of FOF shall continue unaffected and unimpaired by the merger.

## **ARTICLE II TERMS AND CONDITIONS OF THE MERGER**

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective upon filing of the Articles of Merger with the Florida Department of State.

2.2 Prior to the Effective Date, each entity shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Date the parties hereto shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or conform to, the vesting of full title to all of the property, assets, rights, privileges and franchises of the merging limited liability company, or the limited liability company into FOF, each party agrees to execute and deliver such instruments and take all such further actions as may be necessary or desirable in order to vest in and confirm to FOF title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this agreement.

## **ARTICLE III OPERATING AGREEMENT; MEMBERS**

The Operating Agreement of FOF, as in effect immediately prior to the Effective Date, shall, after the merger, continue to be the Operating Agreement of the surviving limited liability company until duly amended in accordance with the provisions therein set forth and the laws of Florida, and no change to the Operating Agreement shall be effected by the merger.

## **ARTICLE IV MANNER OF CONVERTING INTERESTS**

Upon the Effective Date, each Member Unit of CTB shall be converted into one Member Unit of FOF.

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**ARTICLE V  
MISCELLANEOUS**

**5.1** This Agreement shall be binding on and shall inure to the benefit of the parties and their respective heirs, devisees, legal representatives, successors, and permitted assigns.

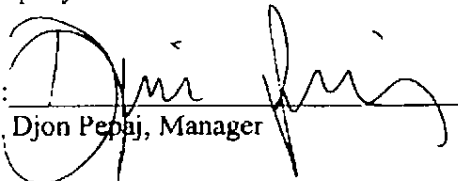
**5.2** In connection with any dispute arising under, from, or as a result of this Agreement, the parties agree that the prevailing party or parties shall be entitled to recover all costs or expenses incurred, including reasonable attorneys' fees and fees for the services of accountants, paralegal, legal assistants, and similar persons (including any appeals from any litigation and enforcement of judgments).

**5.3** This Agreement may not be modified orally or in any other manner than by an agreement in writing signed by the party against whom the enforcement is sought.

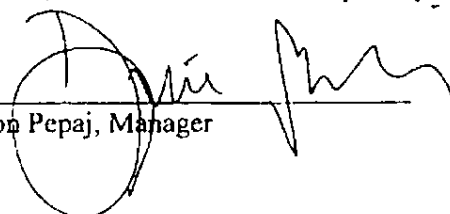
**5.4** This Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the member of CTB and by the members of FOF.

**IN WITNESS WHEREOF**, the parties hereto have executed this Agreement under seal as of the date first stated above.

**CTB OF BREVARD, LLC**, a Florida limited liability company

By:   
Djon Pepaj, Manager

**FOF, LLC**, a Florida limited liability company

By:   
Djon Pepaj, Manager