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(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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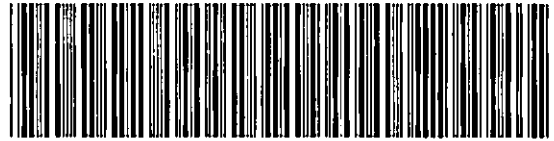
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2018 DEC 18 AM 10:21

CLERK OF STATE
TALLAHASSEE, FL

C. GOLDEN

DEC 28 2018

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Excesta, 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:

Thomas O. Wells, Esq.

Contact Person

Wells & Wells, P.A.

Firm/Company

901 Ponce de Leon Blvd., Suite 200

Address

Coral Gables, FL 33134

City, State and Zip Code

Mechelle@twellsllaw.com

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

For further information concerning this matter, please call:

Thomas O. Wells

305

444-0016

at ()

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 OF SIMBA CAPITAL, LLC,
a Florida limited liability company, with and into
EXCESTA, LLC, a Florida limited liability company**

FILED

2018 DEC 18 AM 10:21

Pursuant to Section 605.1021 of the Florida Revised Limited Liability Company Act, as amended (the "Florida LLC Act"), Simba Capital, LLC, a Florida limited liability company (the "Merging LLC"), and Excesta, LLC, a Florida limited company (the "Surviving LLC"), hereby adopt the following Articles of Merger for the purpose of merging the Merging LLC with and into the Surviving LLC.

1. The Merging LLC shall be merged with and into the Surviving LLC, and the Surviving LLC shall be the surviving entity of the merger, pursuant to that certain Agreement and Plan of Merger by and between the parties dated effective as of December 31, 2018 (the "Plan of Merger").

2. The name of the surviving entity shall be "Excesta, LLC".

3. The Plan of Merger was properly approved, adopted, certified, executed and acknowledged by those members of the Merging LLC owning a majority voting interest in accordance with Section 605.1021 of the Florida Limited Liability Company Act, and by those members owning a majority voting interest of the Surviving LLC in accordance with Section 605.1021 of the Florida Limited Liability Company Act.

4. This merger shall become effective as of December 31, 2018 after the filing of the Articles of Merger with the office of the Florida Secretary of State of Florida (the "Effective Date").

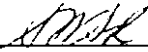
5. The executed Plan of Merger is on file at the principal place of business of the Surviving LLC, the address of which is 115 SE 4th Avenue, Delray Beach, Florida 33483.

6. A copy of the Plan of Merger will be furnished by the Surviving LLC on request and without cost to any member of the Merging LLC and any member of the Surviving LLC.

IN WITNESS WHEREOF, this ^{Articles}~~Certificate~~ of Merger has been executed on behalf of the
Merging LLC and the Surviving LLC by their authorized representatives as of December 31, 2018.


Merging LLC:

Simba Capital, LLC, a Florida limited liability
company

By: 
Stephen F. Snyder, manager

Surviving LLC:

Excesta, LLC, a Florida limited liability company

By: 
Stephen F. Snyder, manager

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger"), dated as of December 31, 2018, is made by and between Simba Capital, LLC, a Florida limited liability company (the "Merging LLC"), and Excesta, LLC, a Florida limited liability company (the "Surviving LLC").

WITNESSETH:

WHEREAS, the parties desire that the Merging LLC be merged with and into the Surviving LLC, with the Surviving LLC being the surviving entity, in accordance with Section 605.1021 of the Florida Revised Limited Liability Company Act, as amended (the "Florida LLC Act");

NOW, THEREFORE, in consideration of the premises and the mutual covenants set forth herein, the parties agree as follows:

1. In accordance with the provisions of this Plan of Merger and Section 605.1021 of the Florida LLC Act, on the Effective Date (as defined below), the Merging LLC shall simultaneously be merged with and into the Surviving LLC (the "Merger"). the separate existence of the Merging LLC shall cease, and the Surviving LLC shall continue its existence under the laws of Florida under its present name (the "Surviving Entity"). The Merging LLC and the Surviving LLC are collectively referred to herein as the "Constituent Entities." The name and business address of the Surviving Entity is:

EXCESTA, LLC
115 SE 4th Avenue
Delray Beach, Florida 33483

2. The Merger shall become effective as of December 31, 2018 after the filing of the Certificate of Merger, a copy of which is attached hereto as Exhibit A, with the office of the Florida Secretary of State of Florida (the "Effective Date").

3. The Surviving Entity shall possess and retain every interest in all assets and property of every description, wherever located, of each of the Constituent Entities. 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 or any interest in any real estate vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger and shall, upon the Effective Date, be vested in the Surviving Entity. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.

4. At the Effective Date, by virtue of the Merger, and without any action on the part of the parties or otherwise, the rights and interests held by the members of the Merging LLC shall be



automatically converted into the same rights, percentage voting interest and stock interest in the Surviving LLC.

5. The Articles of Organization filed on behalf of the Surviving LLC with Secretary of State of Florida on June 13, 2006 (the "Articles"), and the Operating Agreement of the Surviving LLC shall be the Articles and Operating Agreement, respectively, for the Surviving Entity.


6. The Surviving LLC acknowledges and represents that it has complied with all applicable provisions under the Florida LLC Act to effectuate the Merger. The Merging LLC acknowledges and represents that it has complied with all applicable provisions under the Florida LLC Act to effectuate the Merger.

7. The officers and members of the Merging LLC and the officers and members of the Surviving LLC may abandon and/or amend this Plan of Merger, or the terms hereof, at any time prior to the Effective Date, in accordance with the Florida LLC Act.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first set forth above.

Merging LLC:

Simba Capital, LLC, a Florida limited liability company

By: 
Stephen F. Snyder, manager

Surviving LLC:

Excesta, LLC, a Florida limited liability company

By: 
Stephen F. Snyder, manager

EXHIBIT A

CERTIFICATE OF MERGER