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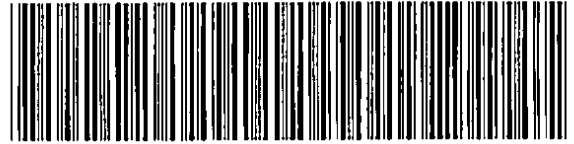
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R. WHITE

MAY 24 2019

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Avatar Management, 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:

David Yon

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

The Radey Law Firm

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

301 S. Bronough St. Suite 200

\_\_\_\_\_  
Address

Tallahassee, FL 32301

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

David@radeylaw.com

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

For further information concerning this matter, please call:

David Yon

at ( 850 ) 425-6654

\_\_\_\_\_  
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

*Call when  
Ready*

## **ARTICLES OF MERGER**

The following articles of merger are submitted in accordance with the Florida Revised Limited Liability Company Act pursuant to Section 605.1023, Florida Statutes.

**Article I – Surviving Company.** The Name of the surviving business entity is Avatar Management LLC (“Avatar Management”). Avatar Management’s state of domicile is Florida. The document number for Avatar Management’s registration is L07000000847.

**Article II – Merging business entity.** The name of the merging business entity is Elements Property Insurance Managers, LLC (“Elements Manager”). The company’s state of domicile is Florida. The Florida document number for Elements Managers’ registration is LI3000039430. The merging business entity shall cease to exist after the Merger is filed with and accepted by the state of Florida.

**Article III – Plan of Merger.** The Plan of Merger is attached.

**Article IV – Effective Date.** The merger shall be effective on the day the Articles of Merger are filed with and accepted by the Florida Department of State.

**Article V – Adoption by Surviving company.** The Plan of Merger was adopted by the sole owner of the surviving company on December 21, 2018 and by the company’s board of directors on the same date. The Plan of Merger was also adopted by the board of directors of the surviving company on the same day.

**Article VI – Adoption by Merging Business Entity.** The Plan of Merger was adopted by the board of directors of the merging company and the sole shareholder of the merging company on December 21, 2018.

### **Article VII – Officers Signatures**

**Avatar Partners, LP**

By

**Its: President**

**Avatar Management, LLC**

By

**Its: President**

**Elements Property Insurance Managers, LLC**

2019 MAY 23 PM 1:09

*Hilceus P. Hill*  
By \_\_\_\_\_  
Its: President

Elements Property Insurance Holding, LLC

*Hilceus P. Hill*  
By \_\_\_\_\_  
Its: President

## PLAN OF MERGER

This Plan of Merger is made and entered into between Avatar Management, LLC, a Florida Managing General Agency ("Avatar Management") and Elements Property Insurance Managers, LLC, a Florida Managing General Agency, ("Elements Managers"), with Elements Managers and Avatar Management each being a managing general Agency and together being the "MGAs").

**WHEREAS**, the Companies desire that Elements Managers merge with and into Avatar Management (the "Merger") upon the terms and subject to the conditions herein set forth and in accordance with the laws of the State of Florida; and

**WHEREAS**, the respective Boards of Directors of the Companies have recommended approval of this Plan of Merger and the owners of each of the Companies has approved this Plan of Merger;

**NOW, THEREFORE**, the Companies agree as follows:

1. **Terms and Conditions of Merger.** Upon the Effective Date (as defined in Section 8 below), Elements Managers (the "Merging Company") shall be merged with and into Avatar Management (the "Surviving Company"). The Surviving Company shall continue to be governed by the laws of the State of Florida, and the separate existence of Elements Managers as a business entity shall cease upon the Effective Date. The Surviving Company shall return the Merging Company's license to operate as an MGA to the Department of Financial Service.
2. **Articles of Organization and Operating Agreement.** The Articles of Organization of Avatar Management and the Operating Agreement of Avatar Management on the Effective Date shall remain the Articles of Organization and Operating Agreement of the Surviving Corporation.
3. **Ownership Interest.** On the Effective Date each ownership interest of Elements Managers issued and outstanding shall be cancelled and the sole shareholder of Elements Managers and Avatar Management thereupon shall continue to be the sole shareholder of the Surviving Corporation.
4. **MGRM.** The MGRM of Avatar Management on the Effective Date shall be the MGRM of the Surviving Corporation.
5. **Officers.** None
6. **Effects of Merger.** The effect of the Merger, at the Effective Date, shall be as provided by the applicable laws of Florida. Without limiting the generality of the foregoing, and subject thereto, the existence of Elements Managers shall cease, and the Surviving Corporation shall possess all the rights, privileges, immunities, powers, authority and franchises of Elements Managers and Avatar Management; and the Surviving Corporation shall be subject to all of the restrictions, liabilities, obligations and duties of each of Elements Managers and Avatar Management; and all property, real, personal and mixed, and all debts, liabilities and obligations due to each of Elements Managers and Avatar Management on whatever account or belonging to either Elements Managers or Avatar Management shall be vested in the Surviving Corporation without further act or deed; and all property, rights, privileges, immunities, powers, authority and franchises, and all and every other interest, thereafter shall be the property of the Surviving Corporation as they were of Elements Managers and Avatar Management; and all rights of creditors and all liens upon any property of each of Elements Managers and Avatar Management shall not revert or be in any way impaired by reason of this Merger, on only the property affected by such liens immediately prior to the Effective Date. Any action or proceeding pending by or against each of Elements Managers and Avatar