

LO8000583737

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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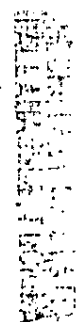


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12/29/14--01032--014 **25.00

the original
is in date
of 12/31/14

marcp
JAN 30 2015
R. WHITE



14 DEC 30 PM 2:26

FILED



RECEIVED
15 JAN 26 PM 3:50
CLERK OF STATE
TALLAHASSEE, FLORIDA

FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 2, 2015

MATTHEW NELLANS
102 W WHITING ST STE 502
TAMPA, FL 33602

SUBJECT: MEGA TAMPA GROUP, L.L.C.
Ref. Number: L08000083737

We have received your document for MEGA TAMPA GROUP, L.L.C. and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The certificate of merger has been submitted pursuant to the wrong Fla. Statute. Please find enclosed and complete the certificate of merger filed under the correct 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.

Rebekah White
Regulatory Specialist II

Letter Number: 115A00000050



Walk Law Firm, PA

*Providing General Services to Businesses and Entrepreneurs
Attorneys Licensed in Florida and Ohio*

January 20, 2015

Rebekah White, Regulatory Specialist II
Florida Department of State
Divisions of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: MEGA TAMPA GROUP, L.L.C.
Ref. Number: L08000083737

Dear Rebekah White,

Because the Division received the original documents on December 29, 2014, please file the enclosed Articles of Merger and Plan of Merger effective December 31, 2014.

If you have any questions concerning this matter, please contact me at 813-999-0199.

Respectfully Submitted,

Matt Nellans, Esq.

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: MEGA TAMPA GROUP, L.L.C.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Matthew Nellans

Contact Person

Walk Law Firm, P.A.

Firm/Company

102 West Whiting Street, Suite 502

Address

Tampa, FL 33602

City, State and Zip Code

mnellans@walklawfirm.com

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

For further information concerning this matter, please call:

Matthew Nellans at (813) 699-1193

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
For
Florida Limited Liability Company**

FILED

14 DEC 30 PM 2:26

CLERK OF CIRCUIT COURT
HALL COUNTY, FLORIDA

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MEGA Gainesville Group, LLC	Florida	LLC

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
MEGA TAMPA GROUP, L.L.C.	Florida	LLC

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2014

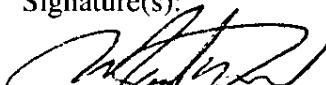
SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

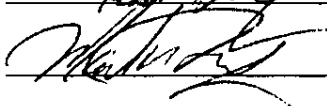
Typed or Printed
Name of Individual:

MEGA TAMPA GROUP, L.L.C.



Mark Berry

MEGA Gainesville Group, LLC



Mark Berry

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner or authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Companies:

Signature of an authorized person

Fees:	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	Certified Copy (optional):	\$30.00

PLAN OF MERGER

This Plan of Merger dated as of the 22nd day of December, 2014, constitutes the plan for the Merger of MEGA GAINESVILLE GROUP, LLC, a Florida limited liability company, into MEGA TAMPA GROUP, L.L.C., a Florida limited liability company. MEGA TAMPA GROUP, L.L.C. is to be the surviving entity.

BACKGROUND

A. MEGA Gainesville Group, LLC is a Florida limited liability company and is owned in its entirety by MEGA TAMPA GROUP, L.L.C., a Florida limited liability company.

B. MEGA TAMPA GROUP, L.L.C. is a Florida limited liability company owned by its three (3) members, Mark A. Berry, Gail B. Kelly, and Lynda L. Sanchez.

C. For good and valid business reasons and purposes, MEGA Gainesville Group, LLC and MEGA TAMPA GROUP, L.L.C. are desirous of causing MEGA Gainesville Group, LLC to be merged into and with MEGA TAMPA GROUP, L.L.C., with MEGA TAMPA GROUP, L.L.C. being the surviving entity and remaining owned by its three (3) members.

MERGER PROVISIONS

1. In accordance with the provisions of this Plan of Merger and Florida Statute §605.1021, at the Effective Time (as defined below) MEGA Gainesville Group, LLC shall be merged into MEGA TAMPA GROUP, L.L.C. (the "Merger"), and the separate corporate existence of MEGA Gainesville Group, LLC shall cease and MEGA TAMPA GROUP, L.L.C. (the "Surviving Company") shall continue its existence as a Florida limited liability company pursuant to the laws of Florida (MEGA Gainesville Group, LLC and MEGA TAMPA GROUP, L.L.C. are herein collectively referred to as the "Constituent Entities").

2. The Merger shall become effective as of December 31, 2014, or, if later, the date upon which Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

3. The Surviving Company shall possess and retain every interest in all assets and property of every description of each of the Constituent Entities. The rights, privileges and immunities, powers, franchises and authority of a public as well as of a private nature of each of the Constituent Entities shall be vested in the Surviving Company without further act or deed. The title to and any interest in all real and personal property vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

4. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Company without further act or deed, and the Surviving Company shall be liable for all obligations of each of the Constituent Entities existing as of the Effective Time.

5. The Articles of Organization of MEGA TAMPA GROUP, L.L.C. in effect immediately prior to the Effective Time shall continue without change and be the Articles of Organization of the Surviving Company.

6. At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, the membership interest of MEGA Gainesville Group, LLC shall be cancelled.

7. At the Effective Time, the Surviving Company shall adopt and be governed by Florida Statutes Title XXXVI, Chapter 605, known as the Florida Revised Limited Liability Company Act.

8. This Plan of Merger may be abandoned at any time prior to filing the Articles of Merger. The procedure for abandoning the Plan of Merger shall be the adoption of a resolution to abandon the Merger by:

- (a) the Managers of MEGA TAMPA GROUP, L.L.C. followed by written notice of such action to MEGA Gainesville Group, LLC; or
- (b) the Managers of MEGA Gainesville Group, LLC followed by written notice of such action to MEGA TAMPA GROUP, L.L.C.

CERTIFICATION

MEGA TAMPA GROUP, L.L.C. hereby certifies that the foregoing Plan of Merger was approved by all the managers and all the members of MEGA TAMPA GROUP, L.L.C. as of the 22nd day of December, 2014.

MEGA TAMPA GROUP, L.L.C.

By: 
Mark A. Berry, Manager

CERTIFICATION

MEGA Gainesville Group, LLC hereby certifies that the foregoing Plan of Merger was approved by all the managers and all the members of MEGA Gainesville Group, LLC as of the 22nd day of December, 2014.

MEGA Gainesville Group, LLC

By: 
Mark A. Berry, President