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DEPARTMENT OF STATE
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DEPARTMENT OF STATE
TALLAHASSEE, FLORIDA

B. KOHR

OCT 24 2008

EXAMINER

CAPITAL CONNECTION, INC.

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

Casa Royale LLC

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- ☐ Art of Inc. File
- ☐ LTD Partnership File
- ☐ Foreign Corp. File
- ☐ L.C. File
- ☐ Fictitious Name File
- ☐ Trade/Service Mark
- ☒ Merger File
- ☐ Art. of Amend. File
- ☐ RA Resignation
- ☐ Dissolution / Withdrawal
- ☐ Annual Report / Reinstatement
- ☒ Cert. Copy
- ☐ 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

Signature

Requested by:

BARB Oct 24 AM
Name Date Time

CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with 608.4382 and 607.1109 Florida Statutes.

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

P03000005493

Name and Address	Jurisdiction	Entity Type	FEI Number
JUSTMAX, INC.	Florida	Corporation For Profit	16-1655191
CASA ROYALE, LLC	Florida	Limited Liability Company	26-3524539

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

Name and Address	Jurisdiction	Entity Type	FEI Number
CASA ROYALE, LLC	Florida	Limited Liability Company	26-3524539

THIRD: The attached Plan of Merger was approved by each domestic business entity that is a party to the merger in accordance with Chapter 607 and 608, Florida Statute.

FOURTH: There are no business entities that are a party to this merger, which are not formed under or governed by the laws of the State of Florida.

FIFTH: The merger shall become effective as of:

The date the Articles of Merger are filed with the Florida Secretary of State.

SIXTH: The surviving entity was formed under and currently is governed by the laws of the State of Florida. The surviving party's principal office address is:

CASA ROYALE, LLC
2650 Bolero Drive #702
Naples, Florida 34109

SEVENTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of incorporation or bylaws of any corporation or articles of organization or operating agreement of any limited liability company that is a party to the merger.

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SECRETARY OF STATE

EIGHTH: This Certificate of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

MERGING PARTY

JUSTMAX, INC., a Florida
corporation

By: Phyllis Landi
Phyllis L. Landi
Its: President

SURVIVING PARTY

CASA ROYALE, LLC,
a Florida limited liability company

By: Phyllis Landi
Phyllis L. Landi
Its: Manager

PLAN OF MERGER

The following Plan of Merger dated this 23 day of October, 2008, which was adopted and approved by each party to the merger in accordance with Section 608.4381 and Section 607.1108 is being submitted in accordance with Section 608.438 and Section 607.1109, Florida Statutes.

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

Name and Address	Jurisdiction	Entity Type	FEI Number
JUSTMAX, INC.	Florida	Corporation For Profit	16-1655191
CASA ROYALE, LLC	Florida	Limited Liability Company	26-3524539

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

Name and Address	Jurisdiction	Entity Type	FEI Number
CASA ROYALE, LLC	Florida	Limited Liability Company	26-3524539

THIRD: The terms and conditions of the merger are as follows:

- (a) Any and all corporate stock and/or shares of JUSTMAX, INC. shall be surrendered to CASA ROYALE, LLC for cancellation, and no membership units of the membership interest of CASA ROYALE, LLC shall be issued.
- (b) All the membership units of the membership interest of CASA ROYALE, LLC shall remain unchanged in the hands of the holder thereof as issued as the outstanding membership units of the membership interest of CASA ROYALE, LLC.
- (c) The Articles of Organization and Operating Agreement of CASA ROYALE, LLC shall remain unchanged until amended or changed as provided therein or as provided by law.
- (d) The separate existence of JUSTMAX, INC. shall cease and CASA ROYALE, LLC shall become the owner, without other transfer, of all the rights and property of JUSTMAX, INC. and CASA ROYALE, LLC shall become subject to all the liabilities, obligations and penalties of the merged entity.

FOURTH: 100% of the outstanding stock and/or shares of JUSTMAX, INC., a Florida corporation shall be surrendered to CASA ROYALE, LLC, a Florida limited liability company for cancellation, and no membership units of the membership interest of CASA ROYALE, LLC, a Florida limited liability company shall be issued. All the membership units of the membership interest of CASA ROYALE, LLC, a Florida limited liability company shall remain unchanged in the hands of the holder thereof as issued.

FIFTH: CASA ROYALE, LLC, the surviving entity, was formed under and currently is governed by the laws of the State of Florida. It is to be managed by its Manager, the name and address of the Manager is as follows:

Phyllis L. Landi, Manager
2650 Bolero Drive #702
Naples, Florida 34109

SIXTH: The merger shall be effective as of the date of the filing of the Certificate of Merger with the Secretary of State of the State of Florida.