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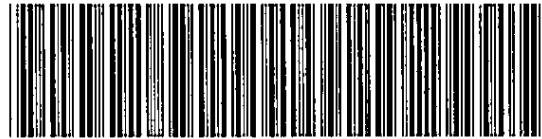
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FILED
2021 OCT 14 PM 12:13
SEC. 1107.011
TOLSON, J. EDGAR

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **SOUTHERN LIVING COMMUNITY, 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:

ROBERT A. STERMER

Contact Person

LAW OFFICE OF ROBERT A. STERMER

Firm/Company

7480 SW HIGHWAY 200

Address

OCALA, FL 34476

City, State and Zip Code

denisesimms@hotmail.com

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

For further information concerning this matter, please call:

Robert A. Stermer at (**352**) **861-0447**

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
9M HOLDINGS, LLC INTO SOUTHERN LIVING COMMUNITY, LLC**

Pursuant to §605.1021 of the Florida Revised Limited Liability Company Act (the "Act"), SOUTHERN LIVING COMMUNITY, LLC, a Florida limited liability company, adopts the following articles of merger for the purpose of merging 9M HOLDINGS, LLC, a Florida limited liability company, into SOUTHERN LIVING COMMUNITY, LLC, the latter of which is to survive the merger:

ARTICLE I

That certain Plan of Merger (the "Plan") dated October 13, 2021, attached as Exhibit "A" and made a part of this statement, was duly approved by resolution of the Members and Managers of SOUTHERN LIVING COMMUNITY, LLC and 9M HOLDINGS, LLC, in accordance with Fla. Stat. §§605.1021 - 605.1026, on October 13, 2021, nunc pro tunc to April 1, 2020.

ARTICLE II

The effective date of the merger shall be April 1, 2020.

ARTICLE III

All members of both SOUTHERN LIVING COMMUNITY, LLC and 9M HOLDINGS, LLC, approved the member by unanimous vote on October 13, 2021, nunc pro tunc to April 1, 2020.

ARTICLE IV

The number of outstanding membership interests of 9M HOLDINGS, LLC and the number of those shares owned by SOUTHERN LIVING COMMUNITY, LLC are as follows:

"A"

Number of Interests
Outstanding

1000

Number of Interests
Owned by SOUTHERN LIVING
COMMUNITY, LLC

1000

ARTICLE V

SOUTHERN LIVING COMMUNITY, LLC, has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of Florida Statutes §605.1006 and §§ 605.1006 -605-1072.

IN WITNESS WHEREOF, 9M HOLDINGS, LLC, and SOUTHERN LIVING COMMUNITY, LLC has caused these Articles of Merger to be duly executed by their respective authorized Managers.

9M HOLDINGS, LLC

By: [Signature]
Shawn Simms, Manager

By: [Signature]
Denise Simms, Manager

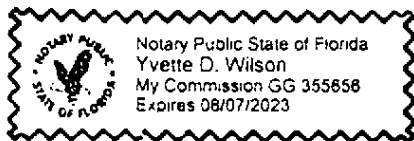
SOUTHERN LIVING COMMUNITY, LLC

By: [Signature]
Shawn Simms, Manager

By: [Signature]
Denise Simms, Manager

STATE OF FLORIDA
COUNTY OF MARION

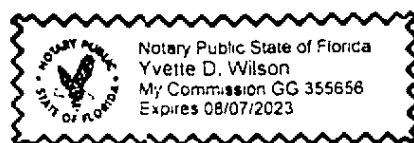
The foregoing instrument was acknowledged before me on October 13, 2021, by Shawn Simms and Denise Simms as Managers of SOUTHERN LIVING COMMUNITY, LLC, who physically appeared before me and are personally known to me.



[Signature]
Notary Public:

STATE OF FLORIDA
COUNTY OF MARION

The foregoing instrument was acknowledged before me on October 13, 2021, by Shawn Simms and Denise Simms as Managers of 9M HOLDINGS, LLC, who physically appeared before me and are personally known to me.



[Signature]
Notary Public:

FILED
2021 OCT 14 PM 12:13
SEC. OF STATE
TALLAHASSEE, FL

**PLAN OF MERGER
OF 9M HOLDINGS, LLC
INTO SOUTHERN LIVING COMMUNITY, LLC**

Plan of Merger dated October 13, 2021, between SOUTHERN LIVING COMMUNITY, LLC, hereinafter sometimes called the "Surviving Limited Liability Company," and 9M HOLDINGS, LLC, hereinafter sometimes called the "Absorbed Limited Liability Company."

STIPULATIONS

A. SOUTHERN LIVING COMMUNITY, LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at Ocala, Florida.

B. SOUTHERN LIVING COMMUNITY, LLC has a capitalization of Two (2) membership interests of no par value of which two (2) membership interests are issued and outstanding.

C. 9M HOLDINGS, LLC is a limited liability company organized and existing under the laws of the State of Florida with its principal office at Ocala, Florida.

D. 9M HOLDINGS, LLC has a capitalization of One Thousand (1,000) membership interests of no par value of which one thousand (1,000) membership interests are issued and outstanding.

E. The Members of the constituent limited liability companies deem it desirable and in the best interest of the limited liability companies and their Members that 9M HOLDINGS, LLC be merged into SOUTHERN LIVING COMMUNITY, LLC pursuant to the provisions of Section 605.1021 et seq. of the Florida Revised Limited Liability Act in order that the transaction qualify as a "Reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions hereinafter set forth, the constituent limited liability companies agree as follows:

Section One. **Merger.** 9M HOLDINGS, LLC shall merge with and into SOUTHERN LIVING COMMUNITY, LLC which shall be the Surviving Limited Liability Company.

Section Two. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Absorbed Limited Liability Company shall cease, and the Surviving Limited Liability Company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Limited Liability Company, without the necessity for any separate transfer. The Surviving Limited Liability Company shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Limited Liability Company, and neither the rights of creditors nor any liens on the property of the Absorbed Limited Liability Company shall be impaired by the merger.

Section Three. **Conversion of Membership interests.** The manner and basis of converting the membership interests of the Absorbed Limited Liability Company into membership interests of the Surviving Limited Liability Company is as follows:

(a) Each membership interest of 9M HOLDINGS, LLC issued and outstanding on the effective date of the merger shall be converted into a one-five hundredth (1/500) membership interest of SOUTHERN LIVING COMMUNITY, LLC, which one-five hundredth (1/500) membership interest of the Surviving Limited Liability Company shall thereupon be issued and outstanding. Fractional membership interests of the Surviving Limited Liability Company may be issued to effectuate this transaction.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for membership interests in the Absorbed Limited Liability Company shall surrender them to the Surviving Limited Liability Company or its duly appointed agent, in such manner as the Surviving Limited Liability Company shall legally require. On receipt of such membership interests, the Surviving Limited Liability Company shall issue and exchange therefor membership interests for the number of such membership interests to which such holder is entitled as provided above.

(c) Holders of certificates for membership interests of the Absorbed Limited Liability Company shall not be entitled to distributions payable on membership interests in the Surviving Limited Liability Company until certificates have been issued to such members. Thereafter, each such member shall be entitled to receive any distributions on membership interests of membership interests of the Surviving Limited Liability Company issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such member of the certificate for his or her membership interests in the Surviving Limited Liability Company.

Section Four. **Changes in Articles of Organization.** The Regulations of the Surviving Limited Liability Company, SOUTHERN LIVING COMMUNITY, LLC, shall continue to be its Articles of Organization following the effective date of the merger.

Section Five. **Changes in Operating Agreement and Regulations.** The Regulations of the Surviving Limited Liability Company, SOUTHERN LIVING COMMUNITY, LLC shall continue to be its Regulations following the effective date of the merger until such time as an Operating Agreement is adopted.

Section Six. **Members and Managers.** The Members and Managers of the Surviving Limited Liability Company, on the effective date of the merger shall continue as the Members and Managers of the Surviving Limited Liability Company for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Section Seven. **Approval by Members.** This plan of merger shall be submitted for the approval of the Members of the constituent limited liability companies.

Section Eight. **Effective Date of Merger.** The effective date of this merger shall be April 1, 2020.

Section Nine. **Execution of Agreement.** This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

Section Ten. **Waiver of Mailing Right.** SOUTHERN LIVING COMMUNITY, LLC, the sole member of 9M HOLDINGS, LLC, hereby waives its right to be mailed a copy or summary of the Plan of Merger.

Executed on behalf of the parties by their Managers pursuant to the authorization of their respective Members on the date first above written, effective nunc pro tunc to April 1, 2020.

9M HOLDINGS, LLC

X

Shawn Simms, its Manager

X

Denise Simms, its Manager

SOUTHERN LIVING COMMUNITY, LLC

X

Shawn Simms, its Manager

X

Denise Simms, its Manager

Approved:

Members of 9M HOLDINGS, LLC

X

Shawn Simms

X

Denise Simms

Members of SOUTHERN LIVING COMMUNITY, LLC

X

Shawn Simms

X

Denise Simms