

LD9000039793

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

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PICK-UP

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WAIT

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MAIL

(Business Entity Name)

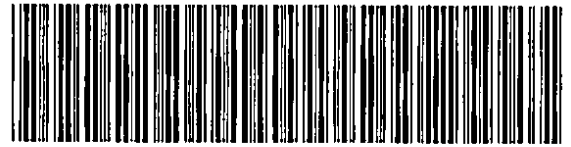
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2020 MAR 23 AM 10:32

70

C. GOLDEN
MAR 25 2020

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Pompano Dive Center, LLC
Name of Surviving Party

Please return all correspondence concerning this matter to:

Gene D. Lipscher, Esquire
Contact Person

Gene D. Lipscher, P.A.
Firm/Company

1025 W. Indiantown Road, Suite 106
Address

Jupiter, FL 33458
City, State and Zip Code

lipscher@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kristi B. Hartmann at (561) 747-4848
Name of Contact Person Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

GENE D. LIPSCHER, P.A.

ATTORNEYS AT LAW

1025 West Indiantown Road

• Suite 106 •

Jupiter, Florida 33458

Tele: (561) 747-4848 • Fax: (561) 747-4410

January 3, 2019

Amendment Section
Division of Corporations
Post Office Box 6327
Tallahassee, FL 32314

Re: Plan of Merger - Pompano Dive Center, LLC.

To Whom It May Concern:

Enclosed please find our cover letter, the original Plan of Merger; Approvals of Plan of Merger (2); Articles of Merger; and Approvals of Articles of Merger (2), together with our firm check in the amount of \$70.00 made payable to Florida Department of State.

It is requested that you please file the enclosed documents at your earliest convenience. Should you require any additional information, please do not hesitate to contact us.

Very truly yours,



Kristi B. Hartmann, Legal Assistant
Gene D. Lipscher, P.A.

/kbh
Enclosures
cc: Client



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 5, 2020

GENE D. LIPSCHER, ESQUIRE
1025 W INDIANTOWN ROAD
SUITE 106
JUPITER, FL 33458

SUBJECT: POMPANO DIVE CENTER, LLC
Ref. Number: L09000039793

We have received your document and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

As a condition of a merger, pursuant to s.607.1622(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 320A00002669

Done
Done

ARTICLES OF MERGER

2020 MAR 23 AM 10:32

The following articles of merger as submitted in accordance with the Florida Revised Limited Liability Company Act, pursuant to § 605.1025, Florida Statutes.

First. Merging Entity: Name, Jurisdiction of Formation, and Type of Entity

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document No.</u>
Pompano Dive Charters, LLC.	Florida	Limited Liability Company	L11000039935

Second. Surviving Entity: Name, Jurisdiction of Formation, and Type of Entity

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document No.</u>
Pompano Dive Center, LLC.	Florida	Limited Liability Company	L09000039793

Third. Statement that Merger was Approved

The within merger was approved by each domestic merging entity that is a limited liability company, that is, Pompano Dive Charters, LLC., in accordance with the provisions of §§ 605.1021-605.1026, Florida Statutes, and by each member of such limited liability company who, as a result of the merger, will have interest holder liability under § 605.1023.(f)(b) and whose approval is required.

Fourth. If the surviving entity exists before the merger and is a domestic filing entity, any amendment to its public organic record approved as part of the plane of merger.

None.

Fifth. If the surviving entity is created by the merger and is a domestic limited liability partnership or domestic limited partnership, its statement of qualification, as an attachment.

Not applicable.

Sixth. If the surviving entity is a foreign entity that does not have a certificate of authority to transact business in this state, a mailing address to which the department may send any process served on the department pursuant to § 605.01117 and Chapter 48.

Not applicable.

Seventh. Statement of Surviving Entity

The surviving entity, Pompano Dive Center, 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 F.S. §§ 605.1006 and 605.1061-605.1072.

Eighth. Effective Date of Merger

Effective date of the merger is December 26, 2019.

**APPROVAL OF ARTICLES OF MERGER - POMPANO DIVE CHARTERS, LLC.
(MERGING LIMITED LIABILITY COMPANY)**

This Articles of Merger were adopted and approved by Jeremy Jarosky, managing member of Pompano Dive Charters, LLC., together with Jeremy Jarosky and Anne Jarosky, the sole members with 100% joint membership interest in Pompano Dive Charters, LLC.

Date: 12/26/19



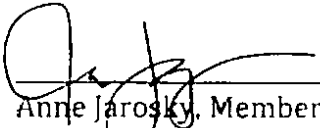
Jeremy Jarosky, Managing Member of
Pompano Dive Charters, LLC.

Date: 12/26/19



Jeremy Jarosky, Member of Pompano
Dive Charters, LLC.

Date: 12/26/19

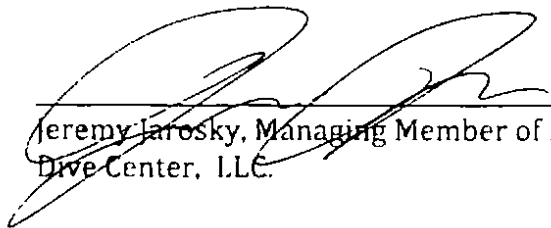


Anne Jarosky, Member of Pompano
Dive Charters, LLC.

**APPROVAL OF ARTICLES OF MERGER - POMPANO DIVE CENTER, LLC.
(SURVIVING LIMITED LIABILITY COMPANY)**

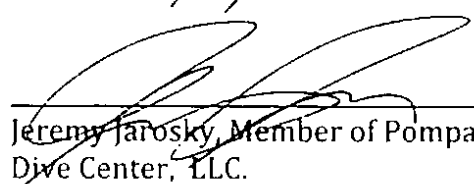
This Articles of Merger were approved by Jeremy Jarosky, managing member of Pompano Dive Center, LLC.

Date: 12/20/19

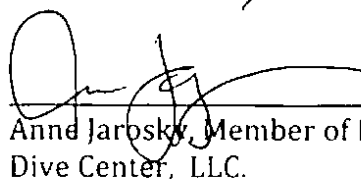

Jeremy Jarosky, Managing Member of Pompano
Dive Center, LLC.

This Articles of Merger were approved by Jeremy Jarosky and Anne Jarosky, the sole members of Pompano Dive Center, LLC., with 100% joint membership interest in Pompano Dive Charters, LLC.

Date: 12/26/19


Jeremy Jarosky, Member of Pompano
Dive Center, LLC.

Date: 12/20/19


Anne Jarosky, Member of Pompano
Dive Center, LLC.

PLAN OF MERGER

The following plan of merger as submitted in accordance with the Florida Revised Limited Liability Company Act, pursuant to § 605.1022, Florida Statutes.

First. Merging Entity: Name, Jurisdiction of Formation, and Type of Entity

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document No.</u>
Pompano Dive Charters, LLC.	Florida	Limited Liability Company	L11000039935

Second. Surviving Entity: Name, Jurisdiction of Formation, and Type of Entity

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document No.</u>
Pompano Dive Center, LLC.	Florida	Limited Liability Company	L09000039793

Third. Manner and basis of converting the interests and the rights to acquire interest in each party to the merger into interest, securities, obligations, money, other property, rights to acquire interest or securities, or any combination of the foregoing.

Jeremy Jarosky and Anne Jarosky, the sole members with 100% joint membership interest in Pompano Dive Charters, LLC., will have a 100% joint membership interest in Pompano Dive Center, LLC., the surviving entity. Accordingly, Jeremy Jarosky and Anne Jarosky's joint membership interest will be merged into their current joint membership interest in the surviving entity.

Fourth. If the surviving entity exists before the merger, any proposed amendments to or restatements of its public organic record, or any proposed amendments to or restatements of its private organic rules, which are or are proposed to be in a record, and all such amendments or restatements that are effective at the effective date of the merger.

The surviving entity exists before the merger but there will be no amendments or restatements.

Fifth. If the surviving entity is to be created in the merger, its proposed public organic record and the full text of its private organic rules that are proposed to be in the record, if any.

Not applicable

Sixth. The other terms and conditions of the merger.

None.


Seventh. Any other provision required by the law of a merging entity's jurisdiction or formation to the organic rules of a merging entity.

None.


**APPROVAL OF PLAN OF MERGER - POMPANO DIVE CHARTERS, LLC.
(MERGING LIMITED LIABILITY COMPANY)**

This Plan of Merger was adopted and approved by Jeremy Jarosky, managing member of Pompano Dive Charters, LLC., together with Jeremy Jarosky and Anne Jarosky, the sole members with 100% joint membership interest in Pompano Dive Charters, LLC.

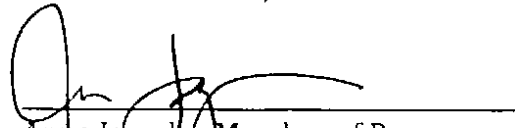
Date: 12/26/19


Jeremy Jarosky, Managing Member of
Pompano Dive Charters, LLC.

Date: 12/26/19


Jeremy Jarosky, Member of Pompano
Dive Charters, LLC.

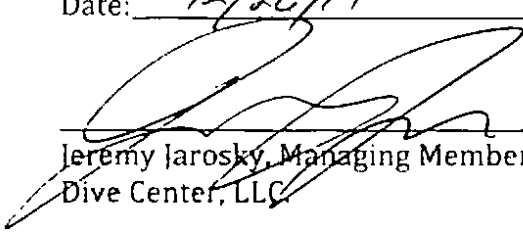
Date: 12/26/19


Anne Jarosky, Member of Pompano
Dive Charters, LLC.

**APPROVAL OF PLAN OF MERGER - POMPANO DIVE CENTER, LLC.
(SURVIVING LIMITED LIABILITY COMPANY)**

This Plan of Merger was adopted and approved by Jeremy Jarosky, managing member of Pompano Dive Center, LLC.

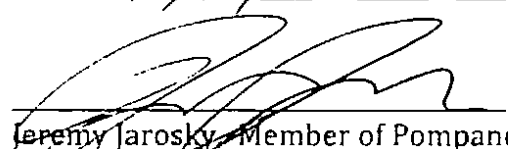
Date: 12/26/19



Jeremy Jarosky, Managing Member of Pompano
Dive Center, LLC.

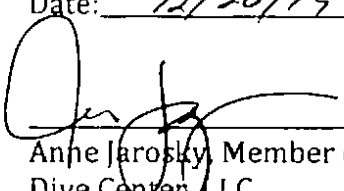
This Plan of Merger was adopted and approved by Jeremy Jarosky and Anne Jarosky, the sole members of Pompano Dive Center, LLC., with 100% joint membership interest. Pursuant to § 605.1023(4), Florida Statutes, Jeremy Jarosky and Anne Jarosky hereby expressly waive the notification requirements set forth in to § 605.1023, Florida Statutes, and hereby affirm that they have both approved this plan of merger, which constitutes 100% approval of the members of Pompano Dive Center, LLC.

Date: 12/26/19



Jeremy Jarosky, Member of Pompano
Dive Center, LLC.

Date: 12/26/19



Anne Jarosky, Member of Pompano
Dive Center, LLC.