

L 100000 29636

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700295531317

02/22/17--01021--022 **102.50

03/24/17--01002--007 **5.00

FILED

17 MAR 14 AM 11:51

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LLC
Merger

MAR 15 2017

D CONNELL



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 27, 2017

ADAN A. AULET, JR
2600 NE 14TH ST CAUSEWAY
POMPANO BEACH, FL 33062

SUBJECT: MANDKE FAMILY INVESTMENTS, LLC
Ref. Number: L10000029636

We have received your document for MANDKE FAMILY INVESTMENTS, LLC and your check(s) totaling \$102.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(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.

Rebekah White
Regulatory Specialist II

Letter Number: 717A00003749

FREDERICK R. MACLEAN
ANNE B. MACLEAN
CHRISTOPHER J. EMA
LAURA G. MACLEAN
BRIAN V. BERGMAN
ADAN A. AULET, JR.*

* ALSO ADMITTED IN ILLINOIS

MACLEAN & EMA P.A.
Attorneys and Counselors at Law

OF COUNSEL
ARLENE LAKIN
BOARD CERTIFIED
ELDER LAW

March 15, 2017

Florida Department of State
Div of Corp – Amendment Section
Attn: Ms. Darlene Connell
2661 Executive Center Circle
Clifton Building
Tallahassee, FL 32301

RECEIVED
17 MAR 23 PM 2:46
DEPT. OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**Re: Mandke Family Holdings, LLLP
Mandke Family Investments, LLC**

Dear Darlene:

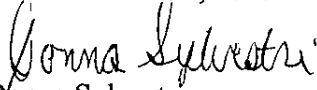
As a follow-up to our telephone conversation, let me begin by saying thank you for all of your help concerning the merger of the above entities. I truly appreciate your assistance!!!

Enclosed you will find Check #32850 in the amount of \$5.00, payable to the Florida Department of State. This check represents the remaining amount due and owing to the State of Florida.

Again, thank you for your assistance!

Should you need anything additional, please do not hesitate to contact our office.

Very truly yours,
MacLean & Ema, P.A.


Donna Sylvestri
Legal Assistant
encl./as noted

FREDERICK R. MACLEAN
ANNE B. MACLEAN
CHRISTOPHER J. EMA
LAURA G. MACLEAN
BRIAN V. BERGMAN
ADAN A. AULET, JR.*

MACLEAN & EMA P.A.
Attorneys and Counselors at Law

OF COUNSEL
ARLENE LAKIN
BOARD CERTIFIED
ELDER LAW

* ALSO ADMITTED IN ILLINOIS

March 9, 2017

Via FedEx Overnight Delivery to:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**Re: Merger of Mandke Family Holdings, LLLP, and Mandke Family Investments, LLC
(REF. NUMBER: L10000029636)**

Dear Ms. White,

This shall confirm receipt of your letter dated February 27, 2017. The Annual Reports for each of Mandke Family Holdings, LLLP, and Mandke Family Investments, LLC, have been filed and copies are enclosed along with your letter for reference.

The following are also enclosed for filing:

- Certificate of Amendment for Mandke Family Holdings, LLLP;
- Articles of Merger; and,
- Amended and Restated Articles of Organization for Mandke Family Investments, LLC.

Also enclosed is a check in the amount of \$52.50 as the filing fee for the Certificate of Amendment.

Please call me with any questions or comments you may have.

Very Truly Yours,

MACLEAN & EMA, P.A.


Adan A. Aulet, Jr.

**Articles of Merger For
MANDKE FAMILY INVESTMENTS, LLC
(A Florida Limited Liability Company)**

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> |
|---|---------------------|--|
| ✓ <u>MANDKE FAMILY INVESTMENTS, LLC</u> | <u>Florida</u> | <u>Limited Liability Company</u> |
| ✓ <u>MANDKE FAMILY HOLDINGS, LLLP</u> | <u>Florida</u> | <u>Limited Liability Limited Partnership</u> |

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> |
|---------------------------------------|---------------------|----------------------------------|
| <u>MANDKE FAMILY INVESTMENTS, LLC</u> | <u>Florida</u> | <u>Limited Liability Company</u> |

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:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|---------------------------------------|--|--|
| MANDKE FAMILY INVESTMENTS, LLC |  | MANUELA M. BOYNTON, MANAGER |
| MANDKE FAMILY INVESTMENTS LLC |  | ROY A. MANDKE, MANAGER |
| MANDKE FAMILY HOLDINGS LLLP |  | MANUELA M. BOYNTON, GENERAL PARTNER |
| MANDKE FAMILY HOLDINGS LLLP |  | ROY A. MANDKE, GENERAL PARTNER |

| | |
|-----------------------------------|---|
| 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 |

**AMENDED AND RESTATED
ARTICLES OF ORGANIZATION
FOR
MANDKE FAMILY INVESTMENTS, LLC
(A Florida Limited Liability Company)**

This Limited Liability Company was formed, upon the filing of the original Articles of Organization with the Florida Secretary of State (Florida document number L10000029636). These Amended and Restated Articles of Organization shall supersede the original Articles of Organization, which have not been previously amended. The Articles of Organization are hereby amended and restated in full as herein set forth:

**ARTICLE I
NAME**

The name of the Limited Liability Company is amended and shall now be known as **MANDKE FAMILY INVESTMENTS, LLC** (the "Limited Liability Company").

**ARTICLE II
ADDRESSES**

A. Principal Place of Business. The street address of the principal place of business of the Limited Liability Company shall be 4513 West Tradewinds Avenue, Fort Lauderdale, FL 33308.

B. Mailing Address. The mailing address of the Limited Liability Company shall be 4513 West Tradewinds Avenue, Fort Lauderdale, FL 33308.

**ARTICLE III
REGISTERED AGENT**

MACLEAN & EMA, P.A. is the registered agent. The Florida street address of the said registered agent's registered office is 2600 N.E. 14th Street Causeway, Pompano Beach, FL 33062.

**ARTICLE IV
MANAGEMENT**

The Limited Liability Company is a manager-managed Limited Liability Company. The Limited Liability Company shall be managed by the manager who is designated, appointed, or elected to act in such capacity in accordance with the Operating Agreement of the Limited Liability Company, or if none, in accordance with Florida law.

The person who is designated or appointed shall carry out and further the decisions and actions of the manager or members made under the Operating Agreement and shall be authorized to execute any and all reports, forms, instruments, documents, papers, writings, agreements, and contracts, including, but not limited to deeds, bills of sale, transfers, leases, promissory notes, mortgages and security agreements, and any other type or form of document by which property or property rights of the Company are transferred or encumbered, or by which debts and obligations of the Company are created, incurred, or evidenced, which are necessary, appropriate, or beneficial to carry out or further such decisions or actions.

ARTICLE V MANAGER

The name and address of the initial manager authorized to manage and control the Limited Liability Company is as follows:

Title:

Name & Address:

Manager

MANUELA M. BOYNTON
4513 West Tradewinds Avenue
Fort Lauderdale, FL 33308

Manager

ROY A. MANDKE
4513 West Tradewinds Avenue
Fort Lauderdale, FL 33308

In accordance with Section 605.0203(1)(b), Florida Statutes, the execution of this document constitutes an affirmation under the penalties of perjury that the facts stated herein are true. I am aware that any false information submitted in a document to the Department of State constitutes a third degree felony as provided for in Section 817.155, Florida Statutes.


ROY A. MANDKE, MANAGER

CERTIFICATE OF DESIGNATION OF REGISTERED AGENT

Having been named as registered agent and to accept service of process for the above stated Limited Liability Company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

MACLEAN & EMA, P.A.

By: 

ADAN A. AULET, JR., ESQ.