

L10000044634

(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



300174934353

04/23/10--01056--028 **175.00

FILED

10 APR 23 PM 12:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

S. HAWKES

APR 26 2010

EXAMINER

2

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: MODEL ARCHITECTS, 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:

Roger C. Samek, Esquire

Contact Person

Samek & Rotbert, LLC

Firm/Company

15245 Shady Grove Road, Suite 300N

Address

Rockville, MD 20850

City, State and Zip Code

jack@modelarchitects.com

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

For further information concerning this matter, please call:

Aurora M. Gonzalez, Paralegal

Name of Contact Person

at (240)

912-3000

Area Code and Daytime Telephone Number

☐

Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

CERTIFICATE OF MERGER AND PLAN OF MERGER

OF

MODEL ARCHITECTS, LLC

a Maryland Limited Liability Company

and

MODEL ARCHITECTS, LLC

a Florida Limited Liability Company

FILED
10 APR 23 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**To: STATE OF FLORIDA
FLORIDA DEPARTMENT OF STATE DIVISION OF CORPORATIONS**

Pursuant to the provisions of Chapter 608 s. 608.4382, Florida Statutes, the undersigned domestic and foreign limited liability company, hereby execute the following Certificate of Merger and set forth:

FIRST: Each of the Limited Liability Company agree to effect a merger on the terms and conditions hereinafter set forth.

SECOND: The names of the undersigned limited liability companies and the States, under which they are respectively organized and which laws permit such merger, are:

(1) MODEL ARCHITECTS, LLC, a limited liability company organized and existing under the laws of the State of Maryland (hereinafter referred to as the "Merging LLC").

(2) MODEL ARCHITECTS, LLC, a limited liability company existing under the laws of the State of Florida (hereinafter referred to as the "Surviving LLC"), and organized on April 23, 2010.

THIRD: The name of the entity which shall survive the Merger is: MODEL ARCHITECTS, LLC, a Florida limited liability company.

FOURTH: (i) The principal office of MODEL ARCHITECTS, LLC in the State of Maryland is: 8508 Churchill Downs Road, County of Montgomery, Gaithersburg, Maryland 20852.

(ii) The principal office of MODEL ARCHITECTS, LLC in the State of Florida is: 10562 Northgreen Drive, County of Palm Beach, Wellington, Florida 33449-8045.

FIFTH: No amendment is made to the Articles of Organization of the Surviving LLC.

SIXTH: The Plan of Merger was adopted by the Surviving LLC in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes. See Exhibit A, attached hereto and made a part hereof.

SEVENTH: The Plan of Merger was adopted by the Merging LLC in accordance with Section § 4A-702 of the Corporations and Associations Article of the Annotated Code of Maryland.

EIGHTH: Neither limited liability company owns an interest in land in Maryland.

NINTH: There are no outstanding interests in, or any members of, the Surviving LLC as of the date hereof. As a result of the Merger, the members of the Merging LLC will become the sole Members of the Surviving LLC, and each percentage interest in the Merging LLC (and all rights to acquire such an interest) as it exists immediately prior to the Merger will convert, by operation of law, into an equivalent percentage interest (or a right to acquire a percentage interest) in the Surviving LLC effective upon the Merger.

TENTH: The EFFECTIVE DATE of Merger shall be upon filing.

The undersigned declare that the facts herein stated are true and correct as of this 12 day of APRIL, 2010.

MODEL ARCHITECTS, LLC,
a Florida Limited Liability Company

By: _____

Jack Jackson,
Sole Member and Manager

MODEL ARCHITECTS, LLC,
a Maryland Limited Liability Company

By: _____

Jack Jackson,
Sole Member and Manager

FILED
10 APR 23 PM 12:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
10 APR 23 PM 12:49
CLERK OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

PLAN OF MERGER
OF
MODEL ARCHITECTS, LLC
a Maryland Limited Liability Company
and
MODEL ARCHITECTS, LLC
a Florida Limited Liability Company

FIRST: The names of the limited liability companies proposing to merge pursuant to in accordance with s. 608.4382, Florida Statutes, are:

- (i) MODEL ARCHITECTS, LLC, a Maryland liability company (the "Merging LLC"), and
- (ii) MODEL ARCHITECTS, LLC, a Florida limited liability company (the "Surviving LLC").

SECOND: The surviving limited liability company of the Merger will be the Surviving LLC.

THIRD: The sole member of the Merging LLC and the Surviving LLC determined that the Merger with and into the Surviving LLC, on the terms and conditions set forth therein, is in the best interests of both entities, and hereby adopts the following resolutions:

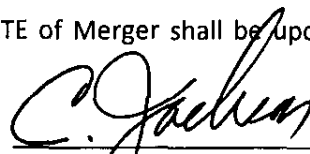
RESOLVED: That the Merging LLC merge with and into the Surviving LLC, with the Surviving LLC being the surviving entity in such merger (the "Merger");

RESOLVED: No amendment is made to the Articles of Organization of the Surviving LLC;

RESOLVED: That each percentage interest in the Merging LLC (and all rights to acquire such an interest) as it exists immediately prior to the Merger will, by operation of law, convert into an equivalent percentage interest (or a right to acquire a percentage interest) in the Surviving LLC effective upon the Merger;

RESOLVED: That the Surviving LLC shall inherit, by operation of law, all of the assets and rights of the Merging LLC, and will assume all of the obligations, as a result of the Merger; and

FURTHER RESOLVED: That the EFFECTIVE DATE of Merger shall be upon filing of the Certificate of Merger.



Jack Jackson
Sole Member of the Merging LLC and
the Sole Member of the Surviving LLC