

L10000127900

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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2019.10.18 11:16:18



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 30, 2019

JOHN S BOHATCH, ESQ.
GUTTENMACHER, BOHATCH & PENARANDA, P.A.
7301 SW 57TH COURT, SUITE 560
SOUTH MIAMI, FL 33143

SUBJECT: NICOLAS VILLALBA WHOLESALERS, LLC
Ref. Number: L10000127900

We have received your document for NICOLAS VILLALBA WHOLESALERS, LLC and your check(s) totaling \$50.00. 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.

D. & B. A.T.M. Service, LLC was administratively dissolved for failure to file the 2019 annual report so they must reinstate before the merger can be filed in our office.

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.

Diane Cushing
Senior Section Administrator

Letter Number: 919A00022425

2019 NOV 19 AM 9:37

GUTTENMACHER, BOHATCH & PEÑARANDA, P.A.

ATTORNEYS AT LAW

JOHN S. BOHATCH*
EDWARD P. GUTTENMACHER
KATALINA PEÑARANDA*
STEPHANIE S. HUSSAINI*

PRACTICE LIMITED TO
PROBATE, ESTATE PLANNING,
BUSINESS PLANNING & TAXATION

† FLORIDA CERTIFIED PUBLIC ACCOUNTANT
* LL.M. TAXATION

7301 SOUTHWEST 57TH COURT
SUITE 560
SOUTH MIAMI, FLORIDA 33143

TELEPHONE (305) 666-1040
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KEY WEST OFFICE
GULFVIEW POINTE
2647 GULFVIEW DRIVE
KEY WEST, FLORIDA 33040

TELEPHONE (305) 294-1521
TELEFAX (305) 292-4016

PLEASE REPLY TO:
SOUTH MIAMI

November 12, 2019

VIA CMRRR

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

Re: Nicolas Villalba Wholesalers, LLC

To whom it may concern:

Enclosed please find the following documents to be filed regarding the above referenced entity:

1. Copy of letter from the Division of Corporations dated October 30, 2019;
2. Cover Letter; and
3. Articles of Merger for a Florida Limited Liability Company.

Once the Articles of Merger are processed, please mail us copies in the self-addressed return envelope provided for your convenience. Thank you.

Should you have any questions, please do not hesitate to contact our office.

Sincerely,

GUTTENMACHER, BOHATCH
& PEÑARANDA, P.A.

KATALINA PEÑARANDA, ESQ.

KP/ep
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: NICOLAS VILLALBA WHOLESALERS, 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:

JOHN S. BOHATCH, ESQ

Contact Person

GUTTENMACHER, BOHATCH & PEÑARANDA, P.A.

Firm/Company

7301 SW 57TH COURT, STE 560

Address

SOUTH MIAMI, FL 33143

City, State and Zip Code

jbohatch@gbptaxlaw.com

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

For further information concerning this matter, please call:

JOHN S. BOHATCH, ESQ at (305) 666-1040

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

CR2E080 (2/14)

**Articles of Merger
For
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>
D. & B. A.T.M. SERVICE, LLC	Florida	S Corporation
		L10 - 18611

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>
NICOLAS VILLALBA WHOLESALERS, I	Florida	S Corporation
		L10 - 127900

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)

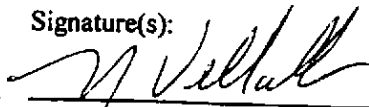
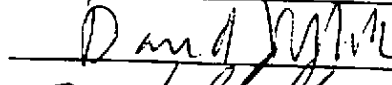
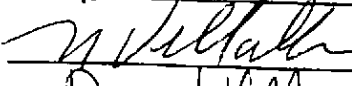
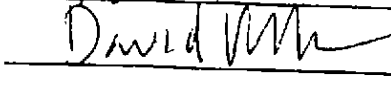
- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability 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:
NICOLAS VILLALBA WHOLESALERS, LLC		NICOLAS VILLALBA, JR.
NICOLAS VILLALBA WHOLESALERS, LLC		DAVID VILLALBA
D. & B. A.T.M. SERVICE, LLC		NICOLAS VILLALBA, JR.
D. & B. A.T.M. SERVICE, LLC		DAVID VILLALBA

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