

8/4/2020

Division of Corporations

L11000065221

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note:** Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : C T CORPORATION SYSTEM  
Account Number : FCA000000023  
Phone : (614)280-3338  
Fax Number : (954)208-0845

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

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**MERGER OR SHARE EXCHANGE**

Agree Central, LLC

|                       |          |
|-----------------------|----------|
| Certificate of Status | 0        |
| Certified Copy        | 0        |
| Page Count            | 04       |
| Estimated Charge      | \$150.00 |

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LLC  
Merger

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Corporate Filing Menu

Help

**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>              |
|---------------------------------------|---------------------|--------------------------------------|
| Agree Boynton LLC 5/27/20             | Florida             | Limited Liability Company L11-65221  |
| Agree East Palatka, LLC 5/28/20       | Florida             | Limited Liability Company L12-139953 |
| Agree Pensacola LLC 5-27-20           | Florida             | Limited Liability Company L12-156602 |
| Agree Venice, LLC 5-28-20             | Florida             | Limited Liability Company L11-117490 |
| Agree Pensacola Nine Mile LLC 5-27-20 | Florida             | Limited Liability Company L12-160446 |

**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>   |
|--------------------|---------------------|---------------------------|
| Agree Central, LLC | Delaware            | Limited Liability Company |

**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).

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**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:

Agree Central, LLC

70 East Long Lake Road

Bloomfield Hills, MI 48304

**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: |
|------------------------------|---------------|--------------------------------------|
| SEE ATTACHED SIGNATURE PAGE  |               |                                      |
|                              |               |                                      |
|                              |               |                                      |
|                              |               |                                      |

|                                   |   |
|-----------------------------------|---|
| Corporations:                     | Chairman, Vice Chairman, President or Officer<br>(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   |


|                     |                                     |         |  |         |
|---------------------|-------------------------------------|---------|--|---------|
| <b><u>Fees:</u></b> | 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 | <b><u>Certified Copy (optional):</u></b> | \$30.00 |

Signature Page to  
Articles of Merger For Florida Limited Liability Company  
**ARTICLE SEVENTH: Signature(s) for Each Party:**

**AGREE CENTRAL, LLC,**  
a Delaware limited liability company.

By: AGREE LIMITED PARTNERSHIP,  
a Delaware limited partnership  
Its Member


BY: AGREE REALTY CORPORATION,  
a Maryland corporation, Its general partner

By:   
Name: Joel N. Agree  
Title: President and Chief Executive Officer

**AGREE PENSACOLA LLC,**  
a Florida limited liability company.

By: AGREE LIMITED PARTNERSHIP,  
a Delaware limited partnership  
Its Member


BY: AGREE REALTY CORPORATION,  
a Maryland corporation, Its general partner

By:   
Name: Joel N. Agree  
Title: President and Chief Executive Officer

**AGREE BOYNTON LLC,**  
a Florida limited liability company.

By: AGREE LIMITED PARTNERSHIP,  
a Delaware limited partnership  
Its Member


BY: AGREE REALTY CORPORATION,  
a Maryland corporation, Its general partner

By:   
Name: Joel N. Agree  
Title: President and Chief Executive Officer

**AGREE VENICE, LLC,**  
a Florida limited liability company.

By: AGREE LIMITED PARTNERSHIP,  
a Delaware limited partnership  
Its Member


BY: AGREE REALTY CORPORATION,  
a Maryland corporation, Its general partner

By:   
Name: Joel N. Agree  
Title: President and Chief Executive Officer

**AGREE EAST PALATKA, LLC,**  
a Florida limited liability company.

By: AGREE LIMITED PARTNERSHIP,  
a Delaware limited partnership  
Its Member


BY: AGREE REALTY CORPORATION,  
a Maryland corporation, Its general partner

By:   
Name: Joel N. Agree  
Title: President and Chief Executive Office

**AGREE PENSACOLA NINE MILE LLC,**  
a Florida limited liability company.

By: AGREE LIMITED PARTNERSHIP,  
a Delaware limited partnership  
Its Member

BY: AGREE REALTY CORPORATION,  
a Maryland corporation, Its general partner

By:   
Name: Joel N. Agree  
Title: President and Chief Executive Officer