

U2000032924

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

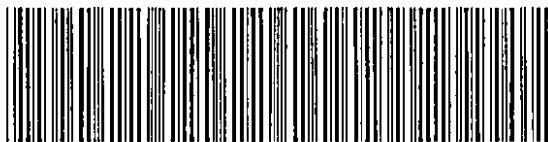
(Document Number)

Certified Copies _____

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Office Use Only



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2020 MAY 29 PM 4:09

FILED
2020 JUN -5 AM 12:00
SECRETARY OF STATE
TALLAHASSEE, FL 32399

RECEIVED
JUN 08 2020

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**CORPORATE
ACCESS,
INC.**

When you need ACCESS to the world

236 East 6th Avenue, Tallahassee, Florida 32303
P.O. Box 37066 (32315-7066) ~ (850) 222-2666 or (800) 969-1666. Fax (850) 222-1666

WALK IN

PICK UP: 05/29/2020

- ☐ **CERTIFIED COPY** _____
- XX** **PHOTOCOPY** _____
- ☐ **CUS** _____
- XX** **FILING** **MERGER** _____

1. **1324 RIDGECREST ROAD INVESTMENT, LLC**
(CORPORATE NAME AND DOCUMENT #)
2. _____
(CORPORATE NAME AND DOCUMENT #)
3. _____
(CORPORATE NAME AND DOCUMENT #)
4. _____
(CORPORATE NAME AND DOCUMENT #)
5. _____
(CORPORATE NAME AND DOCUMENT #)
6. _____
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 1, 2020

CORPORATE ACCESS, INC.

SUBJECT: WHV LLC
Ref. Number: L12000032924

We have received your document for WHV 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):

The effective date must be specific and cannot be prior to the date of filing.

You need to include article 4th on your application. Please compare your form with the form on Sunbiz.org.

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.

Yasemin Y Sulker
Regulatory Specialist III

Letter Number: 720A00010751

Corrected
2020 JUN 1 10:50 AM
JUL 1 10:50 AM

**ARTICLES OF MERGER OF
1324 RIDGECREST ROAD INVESTMENT, LLC
WITH AND INTO
WHV, LLC**

The following **ARTICLES OF MERGER** by and between **1324 RIDGECREST ROAD INVESTMENT, LLC**, a Florida limited liability company, and **WHV, LLC**, a Florida limited liability company, are being submitted in accordance with Florida Statutes Section 605.1025 of the Florida Revised Limited Liability Act (the "Act").

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type of the entity being merged is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1324 RIDGECREST ROAD INVESTMENT, LLC 1333 Windsong Drive Orlando, Florida 32809	Florida	LLC

Florida Document No: L19000205161

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving entity is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
WHV, LLC 1333 Windsong Drive Orlando, Florida 32809	Florida	LLC

Florida Document No: L12000032924 FEIN: 45-4730613

THIRD: The Agreement and Plan of Merger dated May 11, 2020 ("Plan of Merger"), a copy of which is attached hereto as Exhibit A and incorporated by reference as if fully set forth herein, meets the requirements of Section 605.1022 of the Act.

FOURTH: The Plan of Merger was unanimously approved and adopted by the Members of **1324 RIDGECREST ROAD INVESTMENT, LLC**, the merging limited liability company, on May 11, 2020, by that certain Agreement and Plan of Merger of even date herewith. **WHV, LLC**, the surviving entity, existed before the merger and is a domestic filing entity.

FIFTH: The Plan of Merger was unanimously approved and adopted by the Members of **WHV, LLC**, the surviving limited liability company, on May 11, 2020, by certain Agreement and Plan of Merger of even date herewith.

SIXTH: The merger is permitted under the laws of the State of Florida and is not prohibited by any agreement of any party to the merger.

SEVENTH: Pursuant to and in compliance with of the Act, the date and time of the effectiveness of the merger shall be on the date of filing.

IN WITNESS WHEREOF, the parties hereto have caused these Articles of Merger to be executed by an authorized person this May 11, 2020.

1324 RIDGECREST ROAD INVESTMENT, LLC
a Florida limited liability company

By: WHV, LLC, a Florida limited liability company
its Manager

By: William H. Valdes
William H. Valdes, Manager

WHV, LLC
a Florida limited liability company

By: William H. Valdes
William H. Valdes, Manager

**AGREEMENT AND PLAN OF MERGER OF
1324 RIDGECREST ROAD INVESTMENT, LLC
INTO
WHV, LLC**

THIS AGREEMENT AND PLAN OF MERGER, dated this 11th day of May 2020, made by and among **1324 RIDGECREST ROAD INVESTMENT, LLC**, a Florida limited liability company ("RIDGECREST") and **WHV, LLC** a Florida limited liability company ("WHV").

WITNESSETH:

WHEREAS, RIDGECREST desires to merge with and into WHV, with being the surviving entity (the "Merger"), upon the terms, and subject to the conditions herein, set forth in this Plan of Merger (the "Plan") and in accordance with Florida Statutes Section 605.1025 of the Florida Revised Limited Liability Act, (the "Act"); and

WHEREAS, the Manager of RIDGECREST has determined that it is advisable that RIDGECREST be merged into WHV, on the terms and conditions set forth, in this Plan of Merger, and in accordance with Section 605.1022 of the Act.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I

EFFECTIVE DATE; MERGER; ADOPTION AND APPROVAL

1. The term "Effective Date" shall mean the filing date.
2. On the Effective Date, RIDGECREST shall be merged with and into WHV. The separate existence of RIDGECREST shall cease at the Effective Date and the existence of WHV shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the law of the State of Florida.
3. The Plan of Merger has been approved and adopted by the Members of RIDGECREST in accordance with the applicable provisions of Section 605.1023 of the Act and consented to by the Members on May 11, 2020. The Members have waived notice of the merger by their signatures below.
4. The Plan of Merger has been approved and adopted by the Members of WHV in accordance with Section 605.1023 of the Act. The Members consented to the merger on May 11, 2020, and waived notice thereof by their signatures below.

ARTICLE II
EFFECTS OF THE MERGER

At and after the merger, WHV shall possess all of the rights, privileges, immunities and franchises of a public and private nature of the merging RIDGECREST; any and all property, real, personal and mixed, and any and all debts due of the merged RIDGECREST on whatever account, and all other choses in action, and all and every other interest of the merged RIDGECREST shall be taken and transferred to and vested in the surviving WHV without further act or deed; and the title to any real estate, or any interest therein, vested in the merging RIDGECREST shall not prevent or be in any way impaired by reason of the merger, all as more particularly set forth in and pursuant to Section 605.1026 of the Act.

ARTICLE III
TERMS OF THE TRANSACTION;
CONVERSION OF AND PAYMENT FOR UNITS

The manner and basis of converting units of RIDGECREST's into units of WHV shall be as follows:

Membership units of WHV shall be issued to the Members of RIDGECREST without any action of the holder thereof. Each membership unit of said merged RIDGECREST shall be canceled of record and exchanged for one membership unit of the surviving WHV. As soon as possible after the Effective Date, a letter of transmittal providing instructions for surrendering membership certificates for cancellation and to be used for transmitting certificates for cancellation shall be delivered to all of the Members of RIDGECREST.

ARTICLE IV
DISSENTERS' RIGHTS

Members of RIDGECREST who would be entitled to vote on the Merger and who wish to dissent thereto, are entitled, if the Member complies with the provisions of the Act regarding the rights of dissenting Members, to be paid the fair value of such Members' Units.

ARTICLE V
ASSIGNMENT

If at any time WHV shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in WHV the title to any property or rights of RIDGECREST, or to otherwise carry out the provisions hereof, the Manager of RIDGECREST as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or conform title to such property or rights in WHV, and the Manager of WHV is fully authorized in the name and on behalf of RIDGECREST or otherwise to take any and all such action and to execute and deliver any and all such deeds and other instruments.

ARTICLE VI
EXPENSES

WHV shall pay all expenses of accomplishing the Merger.

ARTICLE VII
ARTICLES OF ORGANIZATION

The Articles of Organization of WHV, are in effect on the date of the Merger provided for in this Agreement, shall continue in full force and effect as the Articles of Organization of WHV surviving this merger without change or amendment until further amended in accordance with the provisions thereof and applicable laws. The Manager of WHV surviving this merger shall be the same upon the Merger as he is for said corporation immediately prior thereto. A Members' Agreement of the surviving WHV shall be executed the date of this Merger, and shall be the Members' Agreement of WHV, as the corporation.

ARTICLE VIII
MANAGEMENT

Management of WHV is vested in its Manager, and the name and address of the Manager is as set forth below.

Manager
William H. Valdes
1333 Windsong Drive
Orlando, FL 32809

ARTICLE IX
AMENDMENT

At any time before the filing with the Florida Department of State of Florida of the Articles of Merger to be filed in connection herewith, the Manager of WHV may amend this Plan. If the Articles of Merger have already been filed, amended Articles of Merger shall be filed with the Department of State, but only if such amended Articles of Merger can be filed before the Effective Date.

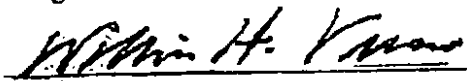
ARTICLE X
TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the Manager of WHV, this Plan may be terminated at any time before the Effective Date by resolution of the Manager of WHV. Upon termination as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of WHV or RIDGECREST, or their directors, officers, employees, agents, or Members.

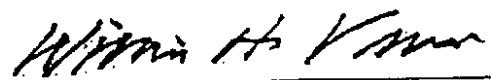
IN WITNESS WHEREOF, the parties have set their hands this 17th day of May 2020.

1324 RIDGECREST ROAD INVESTMENT, LLC
a Florida limited liability company

By: WHV, LLC, a Florida limited liability company
its Manager

By: 
William H. Valdes, Manager

WHV, LLC
a Florida limited liability company

By: 
William H. Valdes, Manager

CONSENT AND WAIVER OF NOTICE OF MEMBERS

The undersigned Members of RIDGECREST hereby consent to and acknowledge this Agreement and Plan of Merger and waive notice thereof.




WILLIAM H. VALDES

CONSENT AND WAIVER OF NOTICE OF MEMBERS

The undersigned Members of WHV hereby consent to and acknowledge this Agreement and Plan of Merger and waive notice thereof.

"Members"



WILLIAM H. VALDES