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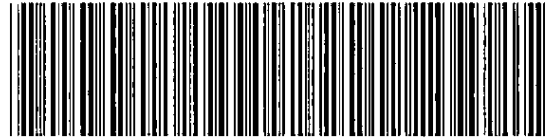
(Business Entity Name)

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DEPARTMENT OF STATE  
TALLAHASSEE, FLORIDA

2024 MAY 17 PM 1:11

FILED

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** HarborWalk Properties, 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:

Lori Ellen Ward  
Contact Person

Firm/Company

4471 Legendary Dr  
Address

Destin, FL 32541  
City, State and Zip Code

ashackelford@legendaryinc.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Lori Ellen Ward at ( 850 ) 337-8000  
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

ARTICLES OF MERGER OF  
139 SIBERT, LLC, a Florida limited liability company, AND  
HARBORWALK PROPERTIES, LLC, a Florida limited liability company,

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The following Articles of Merger are submitted in accordance with the Florida Revised Limited Liability Company Act, pursuant to Section 605.1021, et seq., of the Florida Statutes.

- First: The name and jurisdiction of the Merging Entity:
- 139 Sibert, LLC, a Florida limited liability company
- Second: The present name and jurisdiction of the Surviving Limited Liability Company, which currently exists and is not amending its public record hereby:
- HarborWalk Properties, LLC, a Florida limited liability company
- Third: A copy of the Plan of Merger is on file at the principal place of business of the Surviving Limited Liability Company, to wit:
- 4471 Legendary Dive  
Destin, FL 32541
- Fourth: The Plan of Merger was adopted by sole member of the merging entities in accordance with Section 605.1023, Florida Statutes, on December 28, 2023. There are no members with appraisal rights under Sections 605.1006, or 605.1061-605.1072, Florida Statutes.
- Fifth: The merger shall become effective for accounting purposes on December 31, 2023, and for legal purposes upon the filing of these Articles of Merger with the Florida Department of State.

**Surviving Entity:**

HARBORWALK PROPERTIES, LLC,  
a Florida limited liability company


By Its Sole Member,  
Legendary, LLC

By:   
Pete Knowles, President

**Merging Entity:**

139 SIBERT, LLC,  
a Florida limited liability company

By Its Sole Member,  
Legendary, LLC

By:   
Pete Knowles, President

PLAN OF MERGER OF  
HARBORWALK PROPERTIES, LLC, a Florida limited liability company, AND  
139 SIBERT, LLC, a Florida limited liability company

This Plan of Merger is dated December 28, 2023, between HarborWalk Properties, LLC, a Florida limited liability company, herein referred to as the "Surviving Entity"; 139 Sibert, LLC, a Florida limited liability company, herein referred to as the "Merged Entity"; and Legendary, LLC, a Florida limited liability company ("Legendary") which is the sole owner/parent company of both the Surviving Entity and the Merged Entity.

Background Facts:

- A. HarborWalk Properties, LLC is a single member limited liability company organized and existing under the laws of the State of Florida, with its principal office at 4471 Legendary Drive, Destin, FL 32541.
- B. The sole member of HarborWalk Properties, LLC is Legendary.
- C. 139 Sibert, LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 4471 Legendary Drive, Destin, FL 32541.
- D. The sole member of 139 Sibert, LLC is Legendary.
- E. The sole member of the constituent entities deems it desirable and in the best business interests of the respective entities that the Merged Entity be merged into the Surviving Entity, pursuant to the provisions of Section 605.1021, et seq., Florida Statutes, in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent entities agree as follows:

- 1. Background Facts. The foregoing background facts are true and correct and are incorporated herein by reference.
- 2. Merger. The Merged Entity shall merge with and into the Surviving Entity. The merger shall be effective for accounting purposes on December 31, 2023, while the legal effective date (the "Effective Date") shall be when the Articles of Merger, together with any other documents required to be filed to consummate the merger, are filed with the Florida Department of State.
- 3. Terms and Conditions. On the Effective Date of the merger, the separate existence of the Merged Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and

mixed, of the Merged Entity, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Merged Entity, and neither the rights of creditors nor any liens on the property of the Merged Entity shall be impaired by the merger.

4. Operating Agreement. The Operating Agreement of the Surviving Entity as in effect on the Effective Date shall remain in effect until thereafter changed or amended as provided therein or by applicable law.

7. Approval and Waiver. This Plan of Merger has been approved by the sole member of both the Surviving Entity and the Merging Entity, as evidenced by its execution hereof. The undersigned hereby waives any and all written notices required pursuant to Chapter 605, Florida Statutes, with respect to the adoption of this Plan of Merger, intending its signatures hereon to be immediately effective for such adoption.

**Surviving Entity:**

HARBORWALK PROPERTIES, LLC,  
a Florida limited liability company

By Its Sole Member,  
Legendary, LLC

By: 

Pete Knowles, President

**Merging Entity:**

139 SIBERT, LLC,  
a Florida limited liability company

By Its Sole Member,  
Legendary, LLC

By: 

Pete Knowles, President

FILED  
2024 MAY 17 PM 1:12  
CLERK OF COURT  
TALLAHASSEE, FLORIDA