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(City/State/Zip/Phone #)

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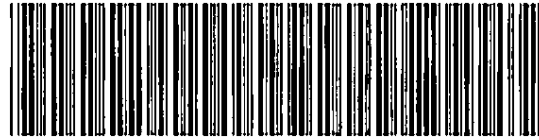
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** LARKHILL RE 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:

Giacomo Bossa

Contact Person

B2b Registered Agent LLC

Firm/Company

2701 Ponce de Leon Blvd, Suite 202

Address

Coral Gables, FL 33134

City, State and Zip Code

gbossa@b2b.legal

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

For further information concerning this matter, please call:

Giacomo Bossa

at (

305

559-1600

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

**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>
<u>LARKHILL RE LLC</u>	<u>Florida</u>	<u>LLC</u>
<u>BONAVENTURA RE LLC</u>	<u>Florida</u>	<u>LLC</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

**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>
LARKHILL RE LLC	Florida	LLC

**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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

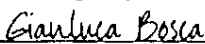
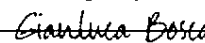
**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**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:
LARKHILL RE LLC	<small>DocuSigned by:</small> 	Gianluca Bosca
BONAVENTURA RE LLC	<small>DocuSigned by:</small>  <small>BE0FE8D5C886473</small>	Gianluca Bosca
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

**PLAN OF MERGER BETWEEN  
LARKHILL RE LLC and  
BONAVENTURA RE LLC**

THIS PLAN OF MERGER ("Plan") is made by and between LARKHILL RE LLC, a Florida limited liability company and BONAVENTURA RE LLC, a Florida limited liability company.

**FIRST:** The name, jurisdiction of formation, and type of entity for each merging entity are as follows:

LARKHILL RE LLC, a Florida limited liability company (the "Surviving Company"), and BONAVENTURA RE LLC, a Florida limited liability company (the "Merging Company").

**SECOND:** The name, jurisdiction of formation, and type of entity of the surviving entity in the merger is as follows:

LARKHILL RE LLC, a Florida limited liability company

**THIRD:** The manner and basis of converting the interests and the rights to acquire interests in each party to the merger into interests, securities, obligations, money, other property, rights to acquire interests or securities, or any combination of the foregoing is as follows:

Pursuant to the provisions of the Florida Revised Limited Liability Company Act, the Surviving Company and the Merging Company will be merged into a single company, which will be the Surviving Company, and which will continue to exist under its present name pursuant to the provisions of the Florida Revised Limited Liability Company Act. The Merging Company will cease to exist. Each issued membership interest of the Merging Company will at the effective time of the merger, be cancelled.

**FOURTH:** The Articles of Organization of the Surviving Company at the effective date of the merger will be the Articles of Organization of the Surviving Company and the Articles of Organization will continue in full force and effect until amended and changed in the manner prescribed by the provisions of the Florida Revised Limited Liability Company Act.

**FIFTH:** Other terms and conditions of the merger are as follows:

1. The Operating Agreement of the Surviving Company at the effective date of the merger will be the Operating Agreement of the Surviving Company and the Operating Agreement will continue in full force and effect until changed, altered, or amended in the manner prescribed therein and by the provisions of the Florida Revised Limited Liability Company Act.

2. All rights, privileges, immunities, powers, and purposes of the Merging Company will vest in the Surviving Company. All assets and property of whatever kind

and character of the Merging Company will vest in the Surviving Company without transfer, reversion, or impairment. All debts obligations, and other liabilities of each Merging Company are debts, obligations, and other liabilities of the Surviving Company.

3. All property of the Surviving Company continues to be vested in it without transfer, reversion, or impairment. Surviving Company remains subject to all of its debts, obligations, and other liabilities.

4. The Surviving Company and the Merging Company have approved this Plan of Merger by the voting percentages required by the articles, operating agreement, and Florida Statutes.

5. Surviving Company will file Articles of Merger with the Secretary of State, as required by the laws of the State of Florida. The Articles of Merger will be signed by the Surviving Company and the Merging Company. A certified copy of the Articles of Merger will be recorded in the Official records of all counties in which the Merging Company holds an interest in real property.

6. If at any time Surviving Company considers or is advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in Surviving Company the title to any property or rights of Merging Company, or otherwise carry out the provisions of this Agreement, the Merging Company and Surviving Company agree that the managers of Merging Company, as of the effective date of the merger, will execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts that the Surviving Company reasonably determines to be proper to vest, perfect, and confirm title to such property or rights in Surviving Company, and otherwise carry out the provisions of this Agreement.

7. For United States federal income tax purposes, the parties hereto intend the Merger to be an Assets-Over Form merger.

8. The effective date of this Plan is the date the Certificate of Merger is filed with the Florida Department of State.

9. This Plan may be executed in any number of counterparts, a copy of which will be deemed an original.

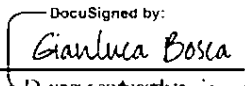
10. If any term of this Plan is held by a court of competent jurisdiction to be void and unenforceable, the remainder of the contract terms will remain in full force and effect.

11. The validity, interpretation, and performance of this agreement will be controlled by and construed under the laws of the State of Florida.

DATED: December 4th 2020

**SURVIVING COMPANY:**

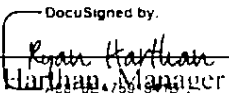
LARKHILL RE LLC

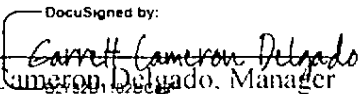
By:   
Gianluca Bosca, Authorized Member

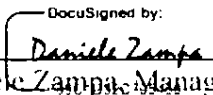
**MERGING COMPANY:**

BONAVENTURA RE LLC

By: REMIDA MANAGEMENT LLC, its Manager

By:   
Ryan Hartman, Manager

By:   
Garrett Cameron Delgado, Manager

By:   
Daniele Zampa, Manager