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**MERGER OR SHARE EXCHANGE**

**RS 48, LLC**

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*Merger*

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**ARTICLES OF MERGER**

**MERGER OF  
RS 47, LLC, a Florida limited liability company  
into  
RS 48, LLC, a Florida limited liability company**

The undersigned entities, in accordance with §FS §605.1025 of the Florida Revised Limited Liability Act, hereby adopt the following Articles of Merger:

**ARTICLE I: PARTIES**

The parties to these Articles of Merger (herein the "Articles of Merger") are **RS 47, LLC, a Florida limited liability company** (herein "RS 47"), the merging company, and **RS 48, LLC, a Florida limited liability company** (herein "RS 48"), the surviving company, document number: L13000043592 (RS 47 and RS 48 together herein the "Merging Entities").

**ARTICLE II: SURVIVING ENTITY**

The entity to survive the merger is RS 48, LLC, a Florida limited liability company which shall continue under the name of RS 48, LLC, a Florida limited liability company. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is: Robert Kapusta, Jr., 1410 45<sup>th</sup> Avenue North, St. Petersburg, Florida 33703.

**ARTICLE III: ARTICLES OF ORGANIZATION**

The Articles of Organization of RS 48, LLC, a Florida limited liability company shall not be changed by virtue of the merger.

**ARTICLE IV: TERMS AND CONDITIONS**

The plan of merger (herein the "Plan of Merger") submitted to the members of RS 47 and to the members of RS 48 is attached hereto as Exhibit "A".

**ARTICLE V: ADOPTION**

These Articles of Merger and the Plan of Merger were unanimously adopted by the members of RS 47 on February 24, 2022 and by the members of RS 48 on February 24, 2022.

Members' approval by the members of RS 47 and by the members of RS 48 were given by unanimous consent.

**Prepared by:**  
Robert Kapusta, Jr., Esq. (FBN: 441538)  
Battaglia, Ross, Dicus & McQuaid, P.A.  
St. Petersburg, FL 33707  
(727) 381 2300

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ARTICLE VI: STATEMENT AS TO SHARES

The manner in which the issued units of RS 47 and the issued units of RS 48 will be exchanged, classified or cancelled is as follows:

A. Each unit of RS 47 outstanding prior to these Articles of Merger becoming effective shall be canceled upon the filing of these Articles of Merger.

B. Each unit of RS 48 outstanding prior to these Articles of Merger becoming effective shall continue to represent one unit of RS 48, the Surviving Company.

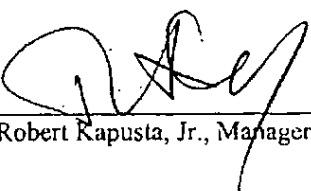
ARTICLE VII: EFFECTIVE DATE

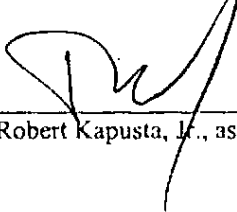
The effective date of the merger shall be the date the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 24th day of February, 2022.

RS 47, LLC, a Florida limited liability company

RS 48, LLC, a Florida limited liability company

By:  (SEAL)  
Robert Kapusta, Jr., Manager

By:  (SEAL)  
Robert Kapusta, Jr., as Manager

Attachments:

Exhibit "A" - Plan of Merger

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**EXHIBIT "A"****AGREEMENT AND PLAN OF MERGER  
OF  
MERGER OF**

**RS 47, CAPITAL, LLC, a Florida limited liability company  
into  
RS 48, LLC, a Florida limited liability company**

The following Agreement and Plan of Merger ("Plan of Merger") is hereby established in accordance with the Florida Revised Limited Liability Company Act.

1. Names of Entities. The names of the entities which are parties to this Plan of Merger are **RS 47, LLC, a Florida limited liability company** (herein "RS 47") and **RS 48, LLC, a Florida limited liability company** (herein "RS 48") the company surviving the merger, which shall continue under the name RS 48, LLC, a Florida limited liability company.

2. Terms and Conditions of Merger.

(A) Manager. The manager of RS 47, LLC, a Florida limited liability company shall no longer continue to hold office and the manager(s) of the Surviving Company shall continue as the manager(s) of the Surviving Company.

(B) Members' Meeting. A meeting of the members of the of the Surviving Company shall be held as soon as practicable after the effective date of the merger.

(C) Continuation of Officers. Upon the effective date of merger, all persons who are executive or administrative officers of RS 47, LLC, a Florida limited liability company, shall resign. The members of the Surviving Company may elect or appoint such additional managers or administrative officers as they may deem necessary, subject to the Operating Agreement of the Surviving Company.

(D) Manager of Surviving Company. Robert Kapusta, Jr., shall continue as the Manager of the Surviving Company.

(E) Effective Date of Merger.

(1) This Plan of Merger shall be submitted to the respective members of the constituent entities as may be required by applicable law and the governing documents of the constituent entities and shall be adopted upon receipt of such vote as is required by applicable law and governing documents.

(2) This Plan of Merger shall be deemed effective upon filing.

(F) Effect of Merger.

(1) Surviving Company. The Surviving Company, shall, without other transfer, secede to and possess all of the rights, privileges, powers, immunities and franchises, both public and private, and shall be subject to all the restrictions, liabilities, obligations, disabilities and duties of RS 47, LLC and all property, both real and personal, and all debts and liabilities due such entities on whatever account, as well as all other causes of action and items or rights belonging to such entities which shall be vested in the Surviving Company.

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(2) Rights of Creditors. All of the rights of creditors and all liens upon any property of RS 47, LLC shall be preserved, unimpaired, limited to the property effected by such liens at the time of merger, and all debts, liabilities and duties of such entities shall attach to the Surviving Company and may be entered against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(3) Delivery of Deeds and Instruments. From time to time, as requested by the Surviving Company, or by its successors or assigns, RS 47, LLC shall execute and deliver or cause to be executed and delivered all deeds and other instruments, and shall take such other actions as the Surviving Company may deem necessary and desirable in order to more fully vest in the Surviving Company, title and possession of all of the property, rights, privileges, powers and franchises referred to in this Plan of Merger.

(G) Expenses of Merger. RS 48, LLC shall pay all expenses associated with this Plan of Merger.

3. Manner and Basis of Converting Units/Shares. The manner in which the issued units of RS 47, LLC and the issued units of RS 48, LLC will be exchanged, classified or cancelled is as follows:

(A) Each unit of RS 47, LLC outstanding prior to the effective date of this Plan of Merger shall be canceled upon the effective date of the merger.

(B) Each unit of RS 48, LLC outstanding prior to this Plan of Merger becoming effective shall continue to be outstanding.

4. Articles of Merger. RS 47, LLC and RS 48, LLC shall cause their respective officers to execute and file with the appropriate government bodies, Articles of Merger reflecting this Plan of Merger.

5. Employer Identification Number ("EIN"). RS 48, LLC shall maintain and continue to use the EIN assigned to RS 48, LLC.

The following acknowledge that the above is a true and correct copy of the Plan of Merger adopted by the members of RS 47, LLC, a Florida limited liability company, on February \_\_, 2022 and by the members of RS 48, LLC, a Florida limited liability company on February \_\_, 2022.

RS 47, LLC, a Florida limited liability company

RS 48, LLC, a Florida limited liability company

By: \_\_\_\_\_ (SEAL)  
Robert Kapusta, Jr., Manager

By: \_\_\_\_\_ (SEAL)  
Robert Kapusta, Jr., as Manager