

L14000072083

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

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

From:

Account Name : MACFARLANE FERGUSON & MCMULLEN (CLEARWATER)
Account Number : 071005001001
Phone : (727) 441-8966
Fax Number : (727) 442-8470

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

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MERGER OR SHARE EXCHANGE
Platinum Developers, LLC

Certificate of Status	1
Certified Copy	0
Page Count	01
Estimated Charge	\$58.75

LLC Merger

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Corporate Filing Menu

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12/28/2015 17:18

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P.002/007

850-617-6381

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December 21, 2015

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PLATINUM DEVELOPERS, LLC
221 TURNER STREET
CLEARWATER, FL 33756

SUBJECT: PLATINUM DEVELOPERS, LLC
REF: L14000072083

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The effective date of the merger can not be a date prior to the file date of the Articles of Merger. Please remove the effective date from the documents. If you wish to have an effective date, it must be the date of filing the Articles of Merger or upto 90 days in the future.

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.

Darlene Connell
Regulatory Specialist III

FAX Aud. #: H15000299210
Letter Number: 515A00026698

15 DEC 29 AM 8:32

P.O BOX 6327 - Tallahassee, Florida 32314

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PLATINUM DEVELOPERS, 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:

J. PAUL RAYMOND

Contact Person

MACFARLANE FERGUSON & McMULLEN

Firm/Company

625 Court Street

Address

Clearwater, FL 33756

City, State and Zip Code

jpr@macfar.com

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

For further information concerning this matter, please call:

J. Paul Raymond

at (727)

441-8966

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

CR2E080 (2/14)

**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>
Madison West, LLC	Florida	LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
Platinum Developers, 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).

FILED
15 DEC 29 AM 10:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 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:
See attachment		

Corporations:	Chairman, Vice Chairman, President or Officer (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

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

ARTICLES OF MERGER

Platinum Developers, LLC, a Florida limited liability company and Madison West, LLC, a Florida limited liability company have each adopted a Plan of Merger, whereby Madison West, LLC will merge into Platinum Developers, LLC which will be the surviving entity.

The Plan of Merger and these Articles of Merger have been unanimously adopted by the Managers and Members of both Madison West, LLC and Platinum Developers, LLC in accordance with FL ST §605.1021 through and including §605.1026.

The Articles of Organization of Platinum Developers, LLC, the surviving entity, have not been amended and shall, henceforth, govern.

The surviving entity has agreed to pay any members of any limited liability company that is a party to this merger the amount to which such members are entitled under the provisions of FL ST §605.1006 and §§605.1061-§605.1072.

The effective date of this merger shall be the date of filing hereof.

Platinum Developers, LLC

By: 

Geoffrey C. Weber, Manager

Madison West, LLC

By: 

Geoffrey C. Weber, Manager

PLAN OF MERGER

Platinum Developers, LLC, a Florida limited liability company and Madison West, LLC, a Florida limited liability company do hereby adopt this Plan of Merger, whereby Madison West, LLC will merge into Platinum Developers, LLC which will be the surviving entity.

The Articles of Organization of Platinum Developers, LLC, the surviving entity, have not been amended and shall, henceforth, govern.

Each of the Members of Platinum Developers, LLC and Madison West, LLC have agreed to the terms of an Operating Agreement which names Geoffrey C. Weber, Eric Hartman, and Mark Lagos as the initial managers and have agreed to the terms thereof.

The Members of each entity shall have a membership interest in Platinum Developers, LLC, the surviving entity, equal to the average of their respective membership interests in Platinum Developers, LLC and Madison West, LLC, immediately prior to the merger.

The effective date of this merger shall be the date of filing Articles of Merger with the Florida Secretary of State.

Platinum Developers, LLC

By: 
Geoffrey C. Weber, Manager

Madison West, LLC

By: 
Geoffrey C. Weber, Manager

Each and every of the members of Platinum Developers, LLC do hereby consent to the adoption of this Plan of Merger.


Geoffrey C. Weber


Eric Hartman


Mark Lagos


Michael Kaplanis

Each and every of the members of Madison West, LLC do hereby consent to the adoption of this Plan of Merger.


Geoffrey C. Weber


Michael Kaplanis


Mark Lagos