

L15000080537

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

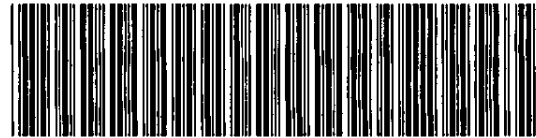
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

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05/05/17--01016-014 **25.00

05/30/17--01021--012 **80.00

merger

JUN 15 2017

R. WHITE

17 JUN -5 PM 1:52



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 5, 2017

JAMIE ZAMBRANA
433 PLAZA REAL STE 275
BOCA RATON, FL 33432

SUBJECT: RIGHT ANGLE REAL ESTATE, LLC
Ref. Number: L15000080537

We have received your document for RIGHT ANGLE REAL ESTATE, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The filing fee for articles of merger is \$35.00 per corporation and \$25.00 per LLC. Therefore, the total cost is \$85.00 and an additional \$5.00 is due.

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.

Rebekah White
Regulatory Specialist II

Letter Number: 617A00011270

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Right Angle Real Estate, LLC
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jamie Zambrana

Contact Person

RARE CRE, LLC.

Firm/Company

433 Plaza Real Suite 275

Address

Boca Raton, FL 33432

City/State and Zip Code

jamie@rarecre.com

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

For further information concerning this matter, please call:

Jamie Zambrana

Name of Contact Person

At (561) 510-0390

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

ARTICLES OF MERGER

(Profit Corporations)

17 JUN -5 PM 1:52

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Right Angle Real Estate, LLC	FL	L15000080537

Second: The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Right Angle Companies, Inc.	FL	P15000061806
Right Angle Lending, LLC	FL	L16000059763

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

OR ____ / ____ / ____ (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

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.

Fifth: Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on _____.

The Plan of Merger was adopted by the board of directors of the surviving corporation on
5/1/2017 and shareholder approval was not required.

Sixth: Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on _____.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on
5/1/2017 and shareholder approval was not required.

(Attach additional sheets if necessary)

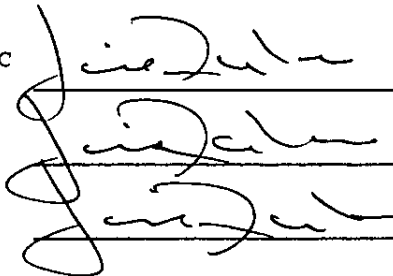
Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation

Signature of an Officer or
Director

Typed or Printed Name of Individual & Title

Right Angle Real Estate, LLC




Jamie Zambrana

Right Angle Companies, Inc.



Jamie Zambrana

Right Angle Lending, LLC



Jamie Zambrana

PLAN OF MERGER

(Merger of subsidiary corporation(s))

The following plan of merger is submitted in compliance with section 607.1104, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

The name and jurisdiction of the **parent** corporation owning at least 80 percent of the outstanding shares of each class of the subsidiary corporation:

Name

Right Angle Real Estate, LLC.

Jurisdiction

Florida

The name and jurisdiction of each **subsidiary** corporation:

Name

Right Angle Companies, Inc.

Jurisdiction

Florida

Right Angle Lending, LLC

Florida

The manner and basis of converting the shares of the subsidiary or parent into shares, obligations, or other securities of the parent or any other corporation or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, and other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The surviving and merging companies all have the same and sole owner. Shares transfer at a 1:1 ratio.

The value of each share respective to its company is \$1 per share.

(Attach additional sheets if necessary)

THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

The surviving company Right Angle Real Estate, LLC will have a name change amendment once the merger is complete. The corresponding documentation has been submitted. New business name will be RARE CRE, LLC

OR

Restated articles are attached: An amendment to rename surviving company is accompanying this application

Other provisions relating to the merger are as follows:

PLAN OF MERGER

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

First: The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Right Angle Real Estate, LLC.

FL

Second: The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Right Angle Companies, Inc.

FL

Right Angle Lending, LLC

FL

Third: The terms and conditions of the merger are as follows:

The aforementioned entities (Right Angle Companies, Inc. and Right Angle Lending, LLC) will be merged into Right Angle Real Estate, LLC. for purposes of operational efficiencies.

Fourth: The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows: The surviving and merging companies all have the same and sole owner. The value of each share respective to its company is \$1 pe share

(Attach additional sheets if necessary)

If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

N/A

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

N/A