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Email Address: matt.williams@matthewdev.com

MERGER OR SHARE EXCHANGE

MTWilliams Investments, LLC

Certificate of Status	0
Certified Copy	1
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January 29, 2024

FLORIDA DEPARTMENT OF STATE
Division of Corporations

MTWILLIAMS INVESTMENTS LLC
3953 PINWOOD ROAD
MELBOURNE, FL 32934

SUBJECT: MTWILLIAMS INVESTMENTS LLC
REF: L15000091038

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TALLAHASSEE, FL

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.

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Tammi Cline

Regulatory Specialist II Supervisor

FAX Aud. #: H24000038682

Letter Number: 324A00001923

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**ARTICLES OF MERGER
OF
AMLYN INVESTMENTS, LLC
a Florida limited liability company
WITH AND INTO
MTWILLIAMS INVESTMENTS, LLC,
a Florida limited liability company**

AMLYN INVESTMENTS, LLC, a Florida limited liability company ("Amlyn Investments") and MTWILLIAMS INVESTMENTS, LLC, a Florida limited liability company ("MTWilliams Investments"), pursuant to the provisions of Section 605.1025, Florida Statutes hereby certify in connection with the merger of Amlyn Investments into MTWilliams Investments that:


1. The name and jurisdiction of the merging limited liability company is Amllyn Investments, LLC, a Florida limited liability company.
2. The name and jurisdiction of the surviving entity is MTWilliams Investments, LLC, a Florida limited liability company (Florida Document No. L15000091038).
3. The Agreement and Plan of Merger is attached hereto as Exhibit "A."
4. The Agreement and Plan of Merger was approved by all of the members of Amllyn Investments, LLC on January 1, 2024 in accordance with the applicable provisions of Chapter 605, Florida Statutes.
5. The Agreement and Plan of Merger was approved by all of the members of MTWilliams Investments, LLC on January 1, 2024 in accordance with the applicable provisions of Chapter 605, Florida Statutes.
6. The merger shall become effective upon the date of filing with the Secretary of State.

IN WITNESS WHEREOF, each of the undersigned has made and subscribed to the Articles of Merger, on 1/24/2024.

AMLYN INVESTMENTS, LLC, a Florida
limited liability company

DocuSigned by:

 By: Matthew T. Williams, Manager
 8C0A658E04064DD

MTWILLIAMS INVESTMENTS, LLC,
a Florida limited liability company

Occasioned by: 
By: 8ECA858E04084DD
Matthew T. Williams, Manager

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

This Agreement effective as of the 1st day of January, 2024, by and between **AMLYN INVESTMENTS, LLC**, a Florida limited liability company ("Amlyn Investments") and **MTWILLIAMS INVESTMENTS, LLC**, a Florida limited liability company ("MTWilliams Investments").

RECITALS:

A. The Members of Amlyn Investments and the Members of MTWilliams Investments deem it advisable and in the best interests of both entities that Amlyn Investments be merged with and into MTWilliams Investments with MTWilliams Investments being the surviving company pursuant to the laws of the State of Florida and upon the terms and conditions set forth herein; and

B. The Members of Amlyn Investments and the Members of MTWilliams Investments have unanimously approved the merger of Amlyn Investments into MTWilliams Investments in accordance with the provisions of Section 605.1023, Florida Statutes.

NOW THEREFORE, in consideration of the mutual covenants contained herein, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

**ARTICLE I
MERGER**

1.1 Amlyn Investments shall be merged with and into MTWilliams Investments in accordance with the laws of the State of Florida. The separate limited liability company existence of Amlyn Investments shall thereby cease, and MTWilliams Investments shall be the surviving limited liability company.

1.2 The surviving company shall be MTWilliams Investments, LLC, a Florida limited liability company, having a business address of 709 Tradewinds Drive, Indian Harbour Beach, FL 32937.

1.3 The effective date ("Effective Date") of the merger shall be the date the Articles of Merger are filed with the Florida Secretary of State at which time the separate existence of Amlyn Investments shall cease.

1.4 MTWilliams Investments, the surviving limited liability company, shall possess all rights, privileges, immunities and franchises, to the extent consistent with the Operating Agreement of the merged entities. All of the rights, privileges, powers and franchises of Amlyn Investments, of a public as well as of a private nature, and all property, real, personal and mixed of Amlyn Investments, and all debts due it on whatever account, including all causes of action and all and every other interest of it or belonging to it, shall be taken by and deemed to be transferred to and vested in MTWilliams Investments without further act or deed; and all such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest

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of Amlyn Investments shall thereafter be as effectually the property of MTWilliams Investments as was the case for Amlyn Investments.

1.5 From and after the Effective Date, MTWilliams Investments shall be subject to the duties and liabilities of a limited liability company organized under the laws of the State of Florida and shall be liable and responsible for all the liabilities and obligations of the merged entities. The rights of the creditors of the merged entities, or of any person dealing with such entities, or any liens upon the property of such entities, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such entities may be prosecuted to judgment as if this merger had not taken place, or MTWilliams Investments may be proceeded against or substituted in place of Amlyn Investments. Except as otherwise herein set forth, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of MTWilliams Investments shall continue unaffected and unimpaired by the merger.

ARTICLE II TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective upon the filing of the Articles of Merger with the office of the Florida Secretary of State.

2.2 Prior to the Effective Date, each entity shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Date the parties hereto shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or conform to, the vesting of full title to all of the property, assets, rights, privileges and franchises of the merging limited liability company, or the limited liability company into MTWilliams Investments, each party agrees to execute and deliver such instruments and take all such further actions as may be necessary or desirable in order to vest in and confirm to MTWilliams Investments title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this agreement.

ARTICLE III OPERATING AGREEMENT; MEMBERS

The Operating Agreement of MTWilliams Investments, as in effect immediately prior to the Effective Date, shall, after the merger, continue to be the Operating Agreement of the surviving limited liability company until duly amended in accordance with the provisions therein set forth and the laws of Florida, and no change to the Operating Agreement shall be effected by the merger.

ARTICLE IV MANNER OF CONVERTING INTERESTS

Upon the Effective Date, each Membership Interest held in Amlyn Investments shall be converted into a Membership Interest in MTWilliams Investments.

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ARTICLE V MISCELLANEOUS

5.1 This Agreement shall be binding on and shall inure to the benefit of the parties and their respective heirs, devisees, legal representatives, successors, and permitted assigns.

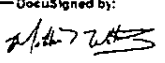
5.2 In connection with any dispute arising under, from, or as a result of this Agreement, the parties agree that the prevailing party or parties shall be entitled to recover all costs or expenses incurred, including reasonable attorneys' fees and fees for the services of accountants, paralegal, legal assistants, and similar persons (including any appeals from any litigation and enforcement of judgments).

5.3 This Agreement may not be modified orally or in any other manner than by an agreement in writing signed by the party against whom the enforcement is sought.

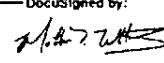
5.4 This Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the members of Amlyn Investments and by the members of MTWilliams Investments.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement under seal on
1/24/2024

AMLYN INVESTMENTS, LLC, a Florida
limited liability company

DocuSigned by:

By: SECA658E04964DD
Matthew T. Williams, Manager

MTWILLIAMS INVESTMENTS, LLC,
a Florida limited liability company

DocuSigned by:

By: SECA658E04964DD
Matthew T. Williams, Manager

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