

12/30/2020

Division of Corporations

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Jax Legacy Manager, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$50.00

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**ARTICLES OF MERGER
OF
JAX LEGACY – INVESTMENT I, LLC
WITH AND INTO
JAX LEGACY MANAGER, LLC**

JAX Legacy Manager, LLC, a Florida limited liability company (the "Surviving Company"), pursuant to Section 605.1025 of the Florida Revised Limited Liability Company Act (the "Act"), hereby delivers these Articles of Merger (these "Articles") to the Florida Department of State for filing. For purposes of complying with the applicable provisions of the Act with respect to the merger of JAX Legacy – Investment I, LLC, a Florida limited liability company (the "Disappearing Company"), with and into the Surviving Company (the "Merger"), the Surviving Company has caused its duly authorized manager or officers to execute and deliver these Articles, and to acknowledge, certify and state under penalty of perjury, the following:

ARTICLE I

**NAMES, PRINCIPAL ADDRESSES AND JURISDICTIONS
OF THE CONSTITUENT COMPANIES**

The name, principal address and jurisdiction of each of the constituent companies involved in the Merger are as follows:

<u>Name and Principal Address</u>	<u>Jurisdiction</u>	<u>Type of Entity</u>	<u>Document Number</u>
<i>Surviving Company:</i>			
Jax Legacy Manager, LLC One Independent Drive, Suite 1200 Jacksonville, Florida 32202	Florida	Limited Liability Company	L15000161201
<i>Disappearing Company:</i>			
JAX Legacy – Investment I, LLC One Independent Drive, Suite 1200 Jacksonville, Florida 32202	Florida	Limited Liability Company	L15000160141

ARTICLE II

PLAN OF MERGER

The Surviving Company is the surviving company in the Merger. Each of the Disappearing Company and the Surviving Company adopted, approved, authorized, confirmed, consented to and ratified that certain Plan of Merger dated December 31, 2020, a copy of which is attached hereto as Exhibit A (the "Plan of Merger"), in accordance with the applicable provisions of the Act.

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ARTICLE III

EFFECTIVE DATE AND TIME

The Merger will be effective as of 11:59 p.m. on December 31, 2020.

ARTICLE IV

APPROVALS

4.1 Disappearing Company.

Pursuant to Section 605.1023 of the Act, the Disappearing Company's sole member and sole manager adopted, approved, authorized, confirmed, consented to and ratified the Merger, the Plan of Merger and these Articles by Joint Written Consent of the Sole Member and the Sole Manager in Lieu of a Special Meeting dated as of December 30, 2020.

4.2 Surviving Company.

Pursuant to Section 605.1023 of the Act, the Surviving Company's members and sole manager adopted, approved, authorized, confirmed, consented to and ratified the Merger, the Plan of Merger and these Articles by Joint Written Consent of the Members and the Sole Manager in Lieu of a Special Meeting dated as of December 30, 2020.

4.3 Appraisal Rights.

The Surviving Company has agreed to pay to any members of any limited liability company with appraisal rights arising out of the Merger the amount to which such members are entitled under the provisions of Section 605.1006, and Sections 605.1061 through 605.1072.

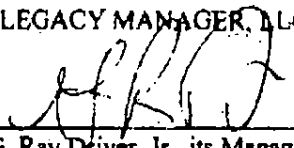
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The constituent companies have caused these Articles to be executed and delivered by their respective duly authorized officers.

SURVIVING COMPANY:

JAX LEGACY MANAGER, LLC

By: 
G. Ray Driver, Jr., its Manager

DISAPPEARING COMPANY:

JAX LEGACY - INVESTMENT I, LLC

By: JAX Legacy Manager, LLC its Manager

By: 
G. Ray Driver, Jr., its Manager

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EXHIBIT A

Plan of Merger

See attached.

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PLAN OF MERGERDecember 31, 2020**1.1 The Merger.**

JAX Legacy – Investment I, LLC, a Florida limited liability company (the “Disappearing Entity”) will be merged with and into JAX Legacy Manager, LLC, a Florida limited liability company (the “Surviving Company”), at the Effective Time (as defined in Section 1.2) (the “Merger”). As a result of the Merger, the separate existence of the Disappearing Company will cease and the Surviving Company will continue as the surviving corporation of the Merger. The Surviving Company's name will remain unchanged by the Merger.

1.2 Effective Time of the Merger.

The Merger will be effective as of 11:59 p.m. on December 31, 2020 (the “Effective Time”).

1.3 Effect of the Merger.

Except as expressly provided elsewhere in this Plan of Merger, the Disappearing Company and the Surviving Company will be affected by the Merger in the manner provided by the Florida Revised Limited Liability Company Act (collectively, the “Act”).

1.4 Articles of Organization of the Surviving Company.

The Surviving Company's Articles of Organization, as in effect immediately prior to the Effective Time, will remain the Surviving Company's articles of organization from and after the Effective Time, until they are amended and/or restated pursuant to the Act and the Surviving Company's operating agreement.

1.5 Disappearing Company's Membership Interests.

The Surviving Company is the sole manager of the Disappearing Company and the sole owner of the Disappearing Company's Class A Membership Units and the Disappearing Company's Class B Membership Units (collectively, the “Cancelled Membership Units”). At the Effective Time, by virtue of the Merger and without any further action on the part of the Disappearing Company or the Surviving Company, all of the Cancelled Membership Units automatically will be canceled.

1.6 Surviving Company's Membership Units.

All of the membership interests of the Surviving Company prior to the Merger will continue to be issued and outstanding interests of the Surviving Company in the same percentages as in effect prior to the Merger.