

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H210001312563)))



H210001312563ABCV

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

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

From:

Account Name : ANSBACHER & SCHNEIDER, PA
 Account Number : 072647001172
 Phone : (904)296-0100
 Fax Number : (904)296-2842

R. WHITE
 APR 05 2021

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

Email Address: _____

MERGER OR SHARE EXCHANGE

MBS Orlando Real Estate LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$50.00

Electronic Filing Menu

Corporate Filing Menu

Help

ARTICLES OF MERGER

Pursuant to the provisions of Chapter 605 of the Florida Statutes, the undersigned organizations adopt the following Articles of Merger:

In the manner prescribed by Sections 605.1021-605.1026 of the Florida Statutes, the following Plan of Merger was approved by the written consent of **CMN PROPERTY, LLC**, a Florida limited liability company, whose Florida document number is L01000021960 (the "**Absorbed Entity**"), and **MBS ORLANDO REAL ESTATE, LLC**, a Florida limited liability company (the "**Surviving Company**"), whose address is 10900 Philips Highway, Jacksonville, FL 32256, and whose Florida document number is L16000067903.

PLAN OF MERGER

Section One. Merger. **CMN PROPERTY, LLC**, a Florida limited liability company, whose Florida document number is L01000021960 (the "**Absorbed Entity**"), shall merge with and into **MBS ORLANDO REAL ESTATE, LLC**, a Florida limited liability company (the "**Surviving Company**"), whose address is 10900 Philips Highway, Jacksonville, FL 32256, and whose Florida document number is L16000067903.

Section Two. Terms and Conditions. On the effective date of the merger, the Surviving Company shall succeed to all the rights, privileges, immunities, franchises, and all the property, real, personal and mixed, of the Absorbed Entity, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entity then owing as of such date with respect to the Absorbed Entity, and neither the rights of creditors nor any liens on the property of the Absorbed Entity shall be impaired by the merger.

Section Three. Conversion of Interests. The manner and basis of converting the ownership interests of the Absorbed Entity into interests in the Surviving Company are as follows:

Since the ownership interests in the Absorbed Entity and the Surviving Company are held by the same sole member, no additional membership units shall be issued and the 100% Membership Interest in the Surviving Company, **MBS ORLANDO REAL ESTATE, LLC**, after the merger shall be James H. Cissel and Julia M. Cissel, husband and wife, as joint tenants with right of survivorship.

Section Four. Changes in Articles of Organization. The Articles of Organization of the Surviving Company shall continue to be its Articles of Organization following the effective date of the merger.

Section Five. Changes in Operating Agreement. The Operating Agreement of the Surviving Company shall continue to be its Operating Agreement following the effective date of the merger.

Michael N. Schneider, Esq.
Florida Bar No. 0166929
Ansbarber & Schneider, P.A.
5150 Belfort Road, Bldg 100
Jacksonville, FL 32256
(904) 296-0100
210173

H20000163324 3

Section Six. Manager. The Manager of the Surviving Company on the effective date of the merger shall continue as the Manager of the Surviving Company.

Section Seven. Approval by Members of the Surviving Company, and All of the Members of the Absorbed Entity. This Plan of Merger has been approved by the Members of the Surviving Company, the Absorbed Entity and by all of the Members of the Absorbed Entity.

Section Eight. Effective Date of Merger. The effective date of this merger shall be the date the Articles of Merger is filed with Florida Secretary of State.

Section Nine. Requirements. The Plan of Merger meets the requirements of Section 605.1022 of the Florida Statutes, and has been approved by each limited liability company that is a party to the merger in accordance with the applicable of the provisions of Section 605.1023 of the Florida Statutes.

Section Ten. Permitted. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Operating Agreement or the Articles of Organization of any limited liability company that is a party to the merger.

Section Eleven. Appraisal Rights. The Surviving Company agrees to pay any members with appraisal rights the amount to which members are entitled under the provisions of Sections 605.1006 and 605.1061-605.1072 of the Florida Statutes.

The undersigned have executed these Articles of Merger of CMN PROPERTY, L.L.C. into MBS ORLANDO REAL ESTATE, LLC for tax purposes this 1st day of January, 2021.

MBS ORLANDO REAL ESTATE, LLC
a Florida limited liability company

By: 
James H. Cissel, Manager

"Surviving Company"

CMN PROPERTY, L.L.C.,
a Florida limited liability company

By: 
James H. Cissel, Manager

"Absorbed Entity"