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## **COVER LETTER**

Division of Corporations	
SUBJECT: Root Realty, LLC	
SUBJECT:	Name of Surviving Party
The enclosed Certificate of Merger and fee(s) are	submitted for filing.
Please return all correspondence concerning this	matter to:
Jessica Skidmore	
Contact Person	<del></del>
J. Riley Williams, PLC	
Firm/Company	
2141 Park Street	
Address	<del></del>
Jacksonville, FL 32204	
City, State and Zip Code	
jessica@jriley-law.com	
E-mail address: (to be used for future ann	ual report notification)
For further information concerning this matter, p	lease call:
Riley Williams	at () 425-0040
Name of Contact Person	Area Code Daytime Telephone Number
☐ Certified copy (optional) \$30.00	
STREET ADDRESS:	MAILING ADDRESS:
Amendment Section	Amendment Section
Division of Corporations	Division of Corporations
Clifton Building	P. O. Box 6327
2661 Executive Center Circle	Tallahassee, FL 32314

CR2E080 (2/14)

Tallahassee, FL 32301

TO: Amendment Section

FILED

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SECRETARY OF STATE

KW ELITE TEAM LLC (a Florida limited liability company)

ARTICLES OF MERGER

OF

## WITH AND INTO

ROOT REALTY, LLC
(a Florida limited liability company)

Pursuant to Section 605.1025 of the Florida Revised Limited Liability Company Act, the following Articles of Merger are adopted by and between ROOT REALTY, LLC, a Florida limited liability company ("Surviving LLC"), and KW ELITE TEAM LLC, a Florida limited liability company ("Merging LLC"):

1. The exact name, street address of its principal office, jurisdiction, and entity type of the Merging LLC, the merging business entity is:

KW ELITE TEAM LLC a Florida limited liability company 2720 Park Street, Ste. 214 Jacksonville, FL 32205

2. The exact name, street address of its principal office, jurisdiction, and entity type of the Surviving LLC, the surviving business entity is:

ROOT REALTY, LLC a Florida limited liability company 1505 Margaret Street Jacksonville, FL 32204

- 3. Surviving LLC and Merging LLC have executed a Plan of Merger (the "Plan of Merger"). The Plan of Merger meets the requirements of Section 605.1021-605.1026 of the Florida Revised Limited Liability Company Act.
- 4. The merger shall become effective on the date on which these Articles of Merger are filed with the Florida Department of State.
- 5. The Plan of Merger was duly adopted, approved, certified, executed and acknowledged by each of the constituent entities in accordance with Sections 605.1022 and 605.1025 of the Florida Revised Limited Liability Company Act. The Plan of Merger was duly adopted and approved by each Member of the Surviving LLC on October 10, 2017, and by each member of the Merging LLC on October 10, 2017. The number of votes cast was sufficient for approval.

- 6. The Merger is permitted under and complies with the laws of Florida and is not prohibited by the operating agreement of the Surviving LLC or by the operating agreement of the Merging LLC.
- 7. The Surviving LLC will continue its existence as the surviving business entity under its current name pursuant to the provisions of the Florida Revised Limited Liability Company Act.
- 8. These Articles of Merger may be executed in any number of counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

[signature pages follow]

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IN WITNESS WHEREOF, the undersigned entities have caused these Articles of Merger to be executed by their duly authorized agents on this 10<sup>th</sup> day of October, 2017.

KW ELITE TEAM LLC

By MaryAnne Rodriguez

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MaryAnne E. Rodriguez Managing Member

ROOT REALTY, LLC

By MaryAnne Rodrigues

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MaryAnne Rodriguez Authorized Member

## AGREEMENT AND PLAN OF MERGER

THIS PLAN OF MERGER (this "Plan of Merger") involves ROOT REALTY, LLC, a Florida limited liability company (the "Surviving LLLP"), and KW ELITE TEAM LLC, a Florida limited liability company (the "Merging LLC").

1. The exact name, street address of its principal office, jurisdiction, and entity type of the Merging LLC, the merging business entity is:

KW ELITE TEAM LLC (FEIN: 47-2929766) a Florida limited liability company 2720 Park Street, Ste. 214
Jacksonville, FL 32205

2. The exact name, street address of its principal office, jurisdiction, and entity type of the Surviving LLC, the surviving business entity is:

ROOT REALTY, LLC (FEIN: 81-3885003) a Florida limited liability company 1505 Margaret Street Jacksonville, FL 32204

- 3. The terms and conditions of this merger (the "Merger") are as follows:
  - a. The Merger shall become effective on the date and at the time on which articles of merger containing the provisions required by, and executed in accordance with, Section 605.1022 of the Florida Revised Limited Liability Company Act (the "FRLLCA") and (the "Articles of Merger") shall have been accepted for filing by the Secretary of State of the State of Florida, or such later date and time as may be specified in the Articles of Merger (the "Effective Time").
  - b. This transaction shall be treated by the parties for income tax purposes as a sale of assets by Merging LLC to Surviving LLC.
  - c. Subject to the terms and conditions of this Plan of Merger, at the Effective Time, the Merging LLC shall be merged with and into the Surviving LLC in accordance with the provisions of Sections 605.1021-605.1026 of the FRLLCA. The separate existence of the Merging LLC shall cease and the Surviving LLC shall continue as the surviving business entity of the Merger under the name of "Root Realty, LLC."
  - d. The Merger shall have the effect provided therefor by the Florida Revised Limited Liability Company Act, upon the effectiveness of the Merger, the Surviving LLC shall possess, without limitation, all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties, of the Merging LLC. Any and all of the rights, privileges,

powers and franchises of the Merging LLC, and all property, real, personal and mixed, tangible and intangible, and all debts due to the Merging LLC on whatever account, shall be vested in the Surviving LLC. Therefore, all property, rights, privileges, powers and franchises, and all and every other interest of the Merging LLC shall be treated as effectually the property of the Surviving LLC as they were of the Merging LLC, and the title to any real estate vested by deed or otherwise in the Merging LLC shall not revert or be in any way impaired by reason of the Merger. All rights of creditors and all liens upon any property of the Merging LLC shall be preserved unimpaired, and all debts, liabilities and duties of the Merging LLC shall thenceforth attach to the Surviving LLC, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it, except as otherwise provided herein.

- e. The Operating Agreement of the Surviving LLC in effect immediately prior to the consummation of the Merger shall continue as the Operating Agreement of the Surviving LLC after the Effective Time, until thereafter amended, amended and restated, or repealed in accordance with applicable law.
- 4. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:
  - a. Subject to the provisions set forth below. (i) all of the outstanding membership interests and rights to acquire membership interests of Merging LLC shall be surrendered and delivered to the Surviving LLG and canceled, and no additional membership interests of the Surviving LLC or other property will be issued in exchange therefor, and (ii) all of the outstanding units of the Surviving LLC shall remain outstanding.
  - b. Each unit of membership interests of Merging LLC that may be held by Merging LLC shall be cancelled and retired and no membership units of Surviving LLC, cash or other consideration shall be paid or delivered in exchange therefor.
- 5. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:
  - a. All of the outstanding rights to acquire membership interests of Merging LLC shall be surrendered and delivered to the Surviving LLC and canceled.

KW ELITE TEAM LLC

MaryAnne Rodriguez

MaryAnne E. Rodriguez

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Managing Member

ROOT REALTY, LLC

B MaryAnne Rodrigues

MaryAnne Rodriguez Authorized Member