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Merger
OCT 01 2017

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

17 OCT 30 AM 10:29

FILED

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Root Realty, LLC

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

J. Riley Williams, PLC

Firm/Company

2141 Park Street

Address

Jacksonville, FL 32204

City, State and Zip Code

jessica@jiriley-law.com

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

For further information concerning this matter, please call:

Riley Williams

at (904) 425-0040

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

CR2E080 (2/14)

FILED

17 OCT 30 AM 10:29

SECRETARY OF STATE
TALLAHASSEE FLORIDA

ARTICLES OF MERGER
OF

KW ELITE TEAM LLC
(a Florida limited liability company)

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.


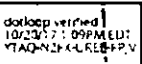
5. The Plan of Merger was duly adopted, approved, certified, executed and acknowledged by each of the constituent entities in accordance with Sections 605.1022 and 605.1025 of the Florida Revised Limited Liability Company Act. The Plan of Merger was duly adopted and approved by each Member of the Surviving 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.


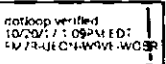
[signature pages follow]

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

KW ELITE TEAM LLC

By  
MaryAnne E. Rodriguez
Managing Member

ROOT REALTY, LLC

By  
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 "FRLLLCA") 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 FRLLLCA. 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,

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