

L160000218122

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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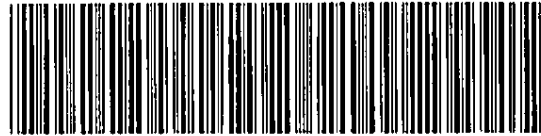
(Business Entity Name)

(Document Number)

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EFFECTIVE DATE

MAY 31, 2018

CC  
N. H. G. R.

MAY 31 2018

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2018 MAY 30 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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May 30, 2018

E-MAIL ADDRESS

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***VIA HAND DELIVERY***

Florida Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

Re: Precip, LLC Merger into Roundhouse Holdings, LLC  
Our File No. 410789.1

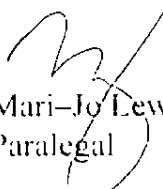
Dear Madam or Sir:

Enclosed are an original and two copies of **Articles of Merger for Precip, LLC**. **Please file these Articles and issue a certified copy.** This firm's check in the amount of \$122.50 is enclosed, representing the filing fee of \$35.00 for each entity involved in the merger, and \$52.50 for the certified copy.

Upon receipt of this request, please date-stamp one copy of the Articles attached, and call me at (850) 577-9090 x2832 when the certified copy is ready to be picked up.

Thank you for your assistance in this matter.

Sincerely,

  
Mari-Jo Lewis-Wilkinson  
Paralegal

EFFECTIVE DATE  
May 31, 2018

ARTICLES OF MERGER  
OF  
PRECIP, LLC, a Florida limited liability company  
INTO  
ROUNDHOUSE HOLDINGS, LLC, a Florida limited liability company

1. PRECIP, LLC, a Florida limited liability company ("Precip") (Document L16000027567) and ROUNDHOUSE HOLDINGS, LLC, a Florida limited liability company L16000218122) ("Roundhouse") are the parties to the Merger with Roundhouse being the Surviving Company.

2. The Plan of Merger is attached hereto.

3. The date on which the Merger shall be effective ("Effective Date") shall be midnight on May 31, 2018, or as soon thereafter as these Articles of Merger are filed with the office of the Florida Department of State.

4. On May 21, 2018, the Managers and sole Member of Precip adopted a resolution approving the Plan of Merger.

5. On May 21, 2018 the Managers and sole Member of Roundhouse adopted a resolution approving the Plan of Merger.

THESE ARTICLES OF MERGER have been signed by Precip on this 21 day of May, 2018.

PRECIP, LLC

By: David F. Bunch, Jr.

David F. Bunch, Jr., Manager

THESE ARTICLES OF MERGER have been signed by Roundhouse this 21<sup>st</sup> day of May, 2018.

ROUNDHOUSE HOLDINGS, LLC.

By: David F. Bunch

David F. Bunch, Manager

By: Harold W. Tinsley

Harold W. Tinsley, Manager

FILED  
2018 MAY 30 AM 9:27  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

## **PLAN OF MERGER**

### **A. Companies Proposing to Merge.**

1. The Companies proposing to merge are PRECIP, LLC, a Florida limited liability company ("Precip") and ROUNDHOUSE HOLDINGS, LLC, a Florida limited liability company ("Roundhouse" and also "Surviving Company").

2. Precip shall, upon the effective date of the merger as specified in the Articles of Merger ("Effective Date"), be merged into Roundhouse in accordance with the applicable provisions of Chapter 605 of the Florida Statutes and on the terms and provisions set forth in this Plan of Merger. Roundhouse shall be the Surviving Company and the separate existence of Precip shall cease upon the Effective Date.

3. The name of the Surviving Company shall continue and shall be ROUNDHOUSE HOLDINGS, LLC.

### **B. Terms and Conditions of Proposed Merger.**

1. The entity identity, existence, purposes, powers, rights, privileges, immunities and franchises of a public, as well as in private nature of Roundhouse, shall continue unaffected and unimpaired by the merger, and the entity identity, existence, purposes, powers, rights, privileges, immunities and franchises, of a public, as well as a private nature, of Precip shall be merged into Roundhouse and Roundhouse shall be fully vested therewith. Upon the Effective Date, the separate entity existence of Precip, except to the extent the same may be continued by statute, shall cease and Precip and Roundhouse shall be and become a single limited liability company.

2. On and after the Effective Date, all rights, privileges, immunities and franchises as a public, as well as a private nature of Precip shall be possessed by Roundhouse as the Surviving Company; and all property, real, personal, tangible and intangible, and all debts due on whatever account, and all other choses of act and all and every other Interests of or belonging to or due to Precip shall be taken and deemed to be transferred to and vested in Roundhouse as the Surviving Company, without any further act or deed and the title of any real property or any Interests therein, shall not revert or be in any way impaired by reason of such merger.

3. From and after the Effective Date, Roundhouse, as the Surviving Company, shall be responsible and liable for all of the liabilities and obligations of Precip and any claim existing or action or proceeding by and or against Precip may be prosecuted as if the merger had not taken place, or, Roundhouse, as the Surviving Company, may be substituted in the place of Precip. Neither the rights of creditors nor any liens upon the assets of Precip shall be impaired by the merger.

4. If, at any time Roundhouse, as the Surviving Company, shall consider or be advised of the need for any further deeds, assignments or other instruments, or any further actions, are necessary or desirable to vest, perfect or confirm, of record or otherwise, in

Roundhouse, as the Surviving Company, the title to any property, or rights of Precip acquired, or to be acquired by reason of the merger, or otherwise to carry out the provisions hereof, the proper Managers of Precip prior to the Effective Date, and thereafter the proper Managers of Roundhouse, as the Surviving Company, on behalf of Precip, shall execute and deliver all such deeds, assignments and other instruments, and take all other actions necessary or desirable to vest, perfect or confirm title to such property or rights in Roundhouse, as the Surviving Company and otherwise to carry out the terms of this Plan of Merger.

C. Conversion of Interests.

1. Upon the Effective Date all of the Membership Interests in Precip shall be converted into and become Membership Interests in Roundhouse on a one-for-one basis.

2. None of the Membership Interests in Roundhouse shall be changed or converted as a result of the merger and from and after the Effective Date all Membership Interests in Roundhouse shall continue as Membership Interests in Roundhouse as the Surviving Company.

3. Concurrently with the Effective Date, each holder of Membership Interests in Precip shall be entitled to receive an equal number of Membership Interests in Roundhouse as the Surviving Company.

D. Articles of Organization, Operating Agreement and Managers.

1. The Articles of Organization of Roundhouse in the form presently on file with the office of the Florida Department of State shall, on and after the Effective Date, constitute the Articles of Organization of the Surviving Company unless and until amended in accordance with the provisions thereof and in accordance the requirements of Chapter 605 of the Florida Statutes.

2. On and after the Effective Date the Operating Agreement for Roundhouse and the present form, shall be the Operating Agreement of Surviving Company unless and until it is altered, amended or repealed or until a new Operating Agreement is adopted by the Members of the Surviving Company in accordance the with provisions of the Operating Agreement and Chapter 605 of the Florida Statutes.

3. The Managers of Roundhouse as of the Effective Date shall serve as the Managers of the Surviving Company, until successors are duly elected and have qualified.

E. Other Provisions.

1. This Plan of Merger may be abandoned by the mutual consent of Precip and Roundhouse acting by its Managers at any time after the approval by the Members of Precip and Roundhouse but prior to the filing of the Articles of Merger with the office of the Secretary of State of the State of Florida.