

L16000227502

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

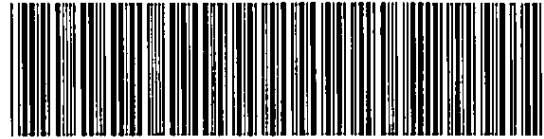
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**FISHER &
SAULS P.A.**
ATTORNEYS AT LAW

Established 1936

STEPHEN C. CHUMBRIS
JOHN M. HAMILTON III
TERRY L. HIRSCH
ROBERT KAPUSTA, JR.
BRUCE MARGER*
THOMAS H. McLAIN, JR.
C. HUNTER RAWLS
ERICA K. SMITH
KENNETH E. THORNTON**
LAURIE W. VALENTINE

OF COUNSEL:
MARILYN M. POLSON*

*Board Certified – Wills, Trusts and Estates
**Board Certified – Real Estate

CHARLES E. FISHER (1904-1979)
BYRON T. SAULS (1904-1979)
LOUIE N. ADCOCK, JR. (1930-2017)

CITY CENTER, SUITE 701
100 SECOND AVENUE SOUTH
ST. PETERSBURG, FL 33701

PHONE (727) 822-2033
FAX (727) 822-1633

www.fishersauls.com

June 29, 2020

VIA FEDEX

Florida Division of Corporations
Amendment Section
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: **Merger of CORPORATE INTERIORS OF BATON ROUGE, LLC, a Florida limited liability company into CORPORATE INTERIORS OF BATON ROUGE, JEFFERSON, LLC, a Louisiana limited liability company**

To Whom It May Concern:

Enclosed for filing are the following original documents:

1. Cover Letter
2. Articles of Merger of CORPORATE INTERIORS OF BATON ROUGE, LLC, a Florida limited liability company into CORPORATE INTERIORS OF BATON ROUGE, JEFFERSON, LLC, a Louisiana limited liability company with attached Exhibit "A" – Agreement and Plan of Merger

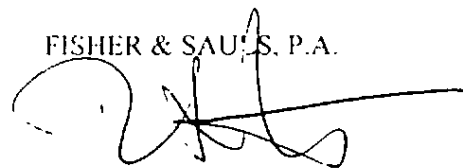
Also enclosed is our firm's check made payable to the Florida Department of State in the amount of \$50.00 representing filing fees for the Articles of Merger.

Please process the enclosed merger documents at your earliest convenience.

If you have any questions regarding the foregoing, please do not hesitate to contact our office.

Very truly yours,

FISHER & SAULS, P.A.



Robert Kapusta, Jr.

RK/jm
Enclosures

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DIVISION OF CORPORATIONS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Corporate Interiors of Baton Rouge, Jefferson, LLC, a Louisiana limited liability company

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Robert Kapusta, Jr.

Contact Person

Fisher & Sauls, P.A.

Firm/Company

100 2nd Avenue South, Suite 701

Address

St. Petersburg, FL 33701

City, State and Zip Code

dmarshall@the-cigroup.com

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

For further information concerning this matter, please call:

Robert Kapusta, Jr. at **(727) 822-2033**

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

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September 1, 2020

VIA FEDEX

Florida Division of Corporations
Amendment Section
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: **Merger of CORPORATE INTERIORS OF BATON ROUGE, LLC, a Florida limited liability company into CORPORATE INTERIORS OF BATON ROUGE, JEFFERSON, LLC, a Louisiana limited liability company**

To Whom It May Concern:

Enclosed for filing are the following original documents:

1. Copy of your letter dated August 23, 2020, number 120A00016118
2. Articles of Merger of CORPORATE INTERIORS OF BATON ROUGE, LLC, a Florida limited liability company into CORPORATE INTERIORS OF BATON ROUGE, JEFFERSON, LLC, a Louisiana limited liability company with attached Exhibit "A" - Agreement and Plan of Merger

As stated in your August 23 letter, our firm's check made payable to the Florida Department of State in the amount of \$50.00 was previously sent to you.

Please process the enclosed merger documents as soon as possible.

If you have any questions regarding the foregoing, please do not hesitate to contact our office.

Very truly yours,

FISHER & SAULS, P.A.

Robert Kapusta, Jr.

RK/jm
Enclosures



2020 SEP 12 12:10

FLORIDA DEPARTMENT OF STATE
Division of Corporations

August 23, 2020

ROBERT KAPUSTA, JR.
FISHER & SAULS P.A.
100 SECOND AVENUE SOUTH, SUITE 701
ST PETERSBURG, FL 33701

SUBJECT: CORPORATE INTERIORS OF BATON ROUGE, LLC
Ref. Number: L16000227502

We have received your document for CORPORATE INTERIORS OF BATON ROUGE, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please insert this statement in your document. This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 120A00016118

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ARTICLES OF MERGER

MERGER OF CORPORATE INTERIORS OF BATON ROUGE, LLC, a Florida limited liability company INTO CORPORATE INTERIORS OF BATON ROUGE, JEFFERSON, LLC, a Louisiana limited liability company

The undersigned entities, in accordance with §RS 12:117 of the Louisiana Laws Revised Statutes and §605.1025 of the Florida Revised Limited Liability Act, hereby adopt the following Articles of Merger:

ARTICLE I: PARTIES

The parties to these Articles of Merger (herein the "Articles of Merger") are **CORPORATE INTERIORS OF BATON ROUGE, JEFFERSON, LLC, a Louisiana limited liability company** (herein "BATON ROUGE LA"), the surviving company, Louisiana Charter Number 43886017K and **CORPORATE INTERIORS OF BATON ROUGE, LLC, a Florida limited liability company** (herein "BATON ROUGE FL"), the merging corporation, document number: L16000227502 (BATON ROUGE LA and BATON ROUGE FL together herein the "Merging Entities").

ARTICLE II: SURVIVING ENTITY

The entity to survive the merger is **CORPORATE INTERIORS OF BATON ROUGE, JEFFERSON, LLC, a Louisiana limited liability company** which shall continue under the name of **CORPORATE INTERIORS OF BATON ROUGE, LLC, a Louisiana limited liability company**. This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is: James A. Marshall, 12115 28th Street N., St. Petersburg, FL 33716.

ARTICLE III: ARTICLES OF ORGANIZATION

The Articles of Organization of **CORPORATE INTERIORS OF BATON ROUGE, JEFFERSON, LLC, a Louisiana limited liability company** shall not be changed by virtue of the merger.

ARTICLE IV: TERMS AND CONDITIONS

The plan of merger (herein the "Plan of Merger") submitted to the members of BATON ROUGE LA and to the members of BATON ROUGE FL is attached hereto as Exhibit "A".

ARTICLE V: ADOPTION

These Articles of Merger and the Plan of Merger were unanimously adopted by the members of BATON ROUGE LA on June 25, 2020 and by the members of BATON ROUGE FL on June 25, 2020.

Members' approval by the members of BATON ROUGE FL and by the members of BATON ROUGE LA were given by unanimous consent.

Prepared by:

Robert Kapusta, Jr., Esq. (FBN: 441538)
Fisher & Sauls, P.A.
100 2nd Ave. South, Suite 701
St. Petersburg, FL 33701
(727) 822-2033
438217

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ARTICLE VI: STATEMENT AS TO SHARES

The manner in which the issued units of BATON ROUGE FL and the issued units of BATON ROUGE LA will be exchanged, classified or cancelled is as follows:

A. Each unit of BATON ROUGE FL outstanding prior to these Articles of Merger becoming effective shall be canceled upon the filing of these Articles of Merger.

B. Each unit of BATON ROUGE LA outstanding prior to these Articles of Merger becoming effective shall continue to represent one unit of BATON ROUGE LA, the Surviving Company.

ARTICLE VII: EFFECTIVE DATE

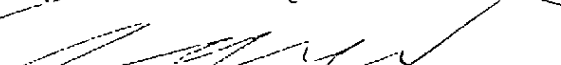
The effective date of the merger shall be the date the Articles of Merger are filed with the Florida Department of State.


IN WITNESS WHEREOF, the undersigned have executed and signed these Articles of Merger this 25th day of June, 2020.

CORPORATE INTERIORS OF BATON ROUGE, LLC, a Florida limited liability company

CORPORATE INTERIORS OF BATON ROUGE, JEFFERSON, LLC, a Louisiana limited liability company

By: CORPORATE INTERIORS, INC., a Florida corporation, as its Manager

By:  (SEAL)
James A. Marshall, as its President

By:  (SEAL)
James Marshall, as its Manager

(CORPORATE SEAL)

Attachments:
Exhibit "A" - Plan of Merger

EXHIBIT "A"
AGREEMENT AND PLAN OF MERGER
OF
CORPORATE INTERIORS OF BATON ROUGE, LLC, a Florida limited liability company
INTO
CORPORATE INTERIORS OF BATON ROUGE, JEFFERSON, LLC, a Louisiana limited
liability company

The following Agreement and Plan of Merger ("Plan of Merger") is hereby established in accordance with the Louisiana Laws Revised Statutes and Florida Revised Limited Liability Company Act.

1. Names of Entities. The names of the entities which are parties to this Plan of Merger are CORPORATE INTERIORS OF BATON ROUGE, LLC, a Florida limited liability company (herein "BATON ROUGE FL"), which shall merge into CORPORATE INTERIORS OF BATON ROUGE, JEFFERSON, LLC, a Louisiana limited liability company (herein "BATON ROUGE LA" or the "Surviving Company"). The company to survive the merger is CORPORATE INTERIORS OF BATON ROUGE, JEFFERSON, LLC, a Louisiana limited liability company, which shall continue under the name CORPORATE INTERIORS OF BATON ROUGE, LLC, a Louisiana limited liability company.

2. Terms and Conditions of Merger.

(A) Manager. The manager of CORPORATE INTERIORS OF BATON ROUGE, LLC, a Florida limited liability company shall no longer continue to hold office and the manager(s) of the Surviving Company shall continue as the manager(s) of the Surviving Company.

(B) Members' Meeting. A meeting of the members of the of the Surviving Company shall be held as soon as practicable after the effective date of the merger.

(C) Continuation of Officers. Upon the effective date of merger, all persons who are executive or administrative officers of CORPORATE INTERIORS OF BATON ROUGE, LLC, a Florida limited liability company, shall resign. The members of the Surviving Company may elect or appoint such additional managers or administrative officers as they may deem necessary, subject to the Operating Agreement of the Surviving Company.

(D) Manager of Surviving Company. James Marshall shall continue as the manager of the Surviving Company.

(E) Effective Date of Merger.

(1) This Plan of Merger shall be submitted to the respective members of the constituent entities as may be required by applicable law and the governing documents of the constituent entities and shall be adopted upon receipt of such vote as is required by applicable law and governing documents.

(2) This Plan of Merger shall be deemed effective upon filing.

(F) Effect of Merger.

(1) Surviving Company. The Surviving Company, shall, without other transfer, secede to and possess all of the rights, privileges, powers, immunities and franchises, both public and private, and shall be subject to all the restrictions, liabilities, obligations, disabilities and duties of BATON ROUGE FL and all property, both real and personal, and all debts and liabilities due such entities on

whatever account, as well as all other causes of action and items or rights belonging to such entities which shall be vested in the Surviving Company.

(2) Rights of Creditors. All of the rights of creditors and all liens upon any property of BATON ROUGE FL shall be preserved, unimpaired, limited to the property effected by such liens at the time of merger, and all debts, liabilities and duties of such entities shall attach to the Surviving Company and may be entered against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

(3) Delivery of Deeds and Instruments. From time to time, as requested by the Surviving Company, or by its successors or assigns, BATON ROUGE FL shall execute and deliver or cause to be executed and delivered all deeds and other instruments, and shall take such other actions as the Surviving Company may deem necessary and desirable in order to more fully vest in the Surviving Company, title and possession of all of the property, rights, privileges, powers and franchises referred to in this Plan of Merger.

(G) Expenses of Merger. BATON ROUGE LA shall pay all expenses associated with this Plan of Merger.

3. Manner and Basis of Converting Units/Shares. The manner in which the issued units of BATON ROUGE LA and the issued units of BATON ROUGE FL will be exchanged, classified or cancelled is as follows:

(A) Each unit of BATON ROUGE FL outstanding prior to the effective date of this Plan of Merger shall be canceled upon the effective date of the merger.

(B) Each unit of BATON ROUGE LA outstanding prior to this Plan of Merger becoming effective shall continue to be outstanding.

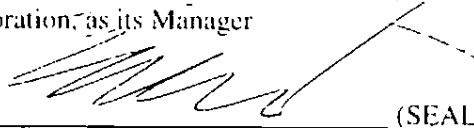
4. Articles of Merger. BATON ROUGE LA and BATON ROUGE FL shall cause their respective officers to execute and file with the appropriate government bodies, Articles of Merger reflecting this Plan of Merger.

5. Employer Identification Number ("EIN"). BATON ROUGE LA shall maintain and continue to use the EIN assigned to BATON ROUGE FL.

The following acknowledge that the above is a true and correct copy of the Plan of Merger adopted by the members of CORPORATE INTERIORS OF BATON ROUGE, JEFFERSON, LLC, a Louisiana limited liability company, on 6-25-2020 and by the members of CORPORATE INTERIORS OF BATON ROUGE, LLC, a Florida limited liability company on 6-25-2020.


CORPORATE INTERIORS OF BATON ROUGE, LLC, a Florida limited liability company

By: CORPORATE INTERIORS, INC., a Florida corporation, as its Manager

By:  (SEAL)
James A. Marshall, as its President

(CORPORATE SEAL)

CORPORATE INTERIORS OF BATON ROUGE, JEFFERSON, LLC, a Louisiana limited liability company

By:  (SEAL)
James Marshall, as its Manager