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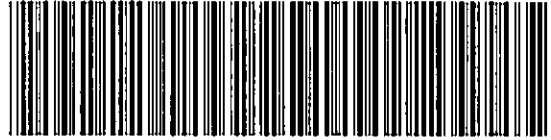
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MAY 11 2020

2020 MAY 11 14:30

## COVER LETTER

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Spinelli Realty LLC

\_\_\_\_\_  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Nicolas Farano

\_\_\_\_\_  
Contact Person

Spinelli Realty LLC

\_\_\_\_\_  
Firm/Company

1884 NE 187 Street

\_\_\_\_\_  
Address

North Miami Beach Florida 33179

\_\_\_\_\_  
City/State and Zip Code

manicanahomeheat@bellsouth.net

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

For further information concerning this matter, please call:

Nicolas Farano

\_\_\_\_\_  
Name of Contact Person

786

417-8958

At (\_\_\_\_\_) \_\_\_\_\_

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

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

**Street Address:**

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



2020 APR 23 PM 7:59

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

April 21, 2020

NICOLAS FARANO  
SPINELLI REALTY LLC  
1884 NE 187 STREET  
NORTH MIAMI BEACH, FL 33179

SUBJECT: MANICANA REALTY INC  
Ref. Number: P09000088958

We have received your document for MANICANA REALTY INC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Shelia H Young  
Regulatory Specialist II

Letter Number: 420A00008249

# **ARTICLES OF MERGER**

(Profit Corporations)

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**First:** The name and jurisdiction of the **surviving** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Spinelli Realty LLC	Florida	L17000019273

**Second:** The name and jurisdiction of each **merging** corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u> (If known/ applicable)
Manicana Realty inc	Florida	P09000088958

**Third:** The Plan of Merger is attached.

**Fourth:** The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

**OR** 03 / 30 / 2020 (Enter a specific date. NOTE: An effective date cannot be prior to the date of filing or more than 90 days after merger file date.)

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**Fifth:** Adoption of Merger by **surviving** corporation - (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the surviving corporation on February 28Th 2020.

The Plan of Merger was adopted by the board of directors of the surviving corporation on \_\_\_\_\_ and shareholder approval was not required.

**Sixth:** Adoption of Merger by **merging** corporation(s) (COMPLETE ONLY ONE STATEMENT)

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on February 28Th,2020.

The Plan of Merger was adopted by the board of directors of the merging corporation(s) on \_\_\_\_\_ and shareholder approval was not required.

(Attach additional sheets if necessary)

**Seventh: SIGNATURES FOR EACH CORPORATION**

Name of Corporation

Signature of an Officer or Director

Typed or Printed Name of Individual & Title

Spinelli Realty LLC

*[Handwritten signature]*

Nicolas Farano President

Manicana Realty inc

*[Handwritten signature]*

Nicolas Farano President

# **PLAN OF MERGER**

(Non Subsidiaries)

The following plan of merger is submitted in compliance with section 607.1101, Florida Statutes, and in accordance with the laws of any other applicable jurisdiction of incorporation.

**First:** The name and jurisdiction of the **surviving** corporation:

Name

Jurisdiction

Spinelli Realty LLC

Florida

**Second:** The name and jurisdiction of each **merging** corporation:

Name

Jurisdiction

Manicana Realty inc.

Florida

**Third:** The terms and conditions of the merger are as follows:

The Boards of Directors of Spinelli Realty Inc. as the Surviving Corporation deem it advisable for the mutual benefit of Spinelli Realty LLC, the Surviving Corporation, and their respective shareholders, that Manicana Realty Inc. be merged with and into the Surviving Corporation and have approved this Agreement and Plan of Merger

NOW, THEREFORE, in consideration of the premises and of the mutual covenants, agreements and provisions hereinafter contained, the parties hereto agree that, in accordance with the applicable laws of the States of Florida and

Manicana Realty inc. shall be, at the Effective Date of the Merger (as hereinafter defined), merged with and into the Surviving Corporation, which shall be the surviving corporation, and that the terms and conditions of such merger and the mode of carrying it into effect shall be as follows ::

Spinelli Realty LLC as Merger accept the fusion of both Entities , all Assets and Liabilities of Manicana Realty Inc. known as Merging Company . Spinelli Realty accept all legal signed documents, Mortgages and any other Real Estate signed document as Money landing, Finance and refinance documents, Deed instead of Foreclosure signed documents by any Mortgager. All existing bank account and Loan account from the Merging Corporation. The Deed instead of foreclosure signed by Manicana Realty inc stays valid and can be use as is by Spinelli Realty LLC as Merger , as well as any other documents signed by Manicana Realty inc to reinforce his right as a new Owner.

The Boards of Directors of Spinelli Realty Inc. and the Surviving Corporation deem it advisable for the mutual benefit of Spinelli Realty LLC, the Surviving Corporation, and their respective shareholders, that Manicana Realty Inc. be merged with and into the Surviving Corporation and have approved this Agreement and Plan of Merger.

# PLAN OF MERGER Continue

The Surviving Corporation known as Spinelli Realty LLC will be able to convert the shares of each corporation into shares, obligations, or other securities of the Merging corporation, in whole or in part, into cash or other property acquisition, shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part into cash or any other type of Asset or Investment.

Addendum to Spinelli Realty LLC Florida Incorporated : The Corporation will have a length time as Perpetually life time. The purpose of the corporation. stated in broad terms such as "to engage in legal business activities in the State of Florida. The corporation will have a perpetual existence, unless dissolved by the officers, directors or shareholders, or by operation of law

The end of the fiscal year for the corporation is December 30Th.

The name and address of the registered agent for the corporation.is Nicolas Farano 1884 NE 187 ST North Miami Beach Florida 33179

The office address and mailing address for corporate headquarters (principal office or principal place of business) is: 1884 NE 187 St Miami FL 33179.

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of [STATE OF Florida]. [and any other State in the US.]

The Corporation will have the right To secure by purchase, lease, option or otherwise and to invest, own, improve, develop, subdivide, operate, manage any real estate and other properties so acquired; to erect or cause to be erected on any land owned, held or occupied by the Corporation, any housing or condominium project, building or other structures with their appurtenances and to mortgage or sell any housing or condominium units, rooms or parts of the buildings or structures at any time held, owned or developed by the Corporation; .To reinforce any Legal Obligation documents as **Deed instead of Foreclosure** signed between Manicana Realty Inc. and Mortgagers securing the repayment of mortgages as Lien upon the properties.

**Fourth:** The manner and basis of converting the shares of each corporation into shares, obligations, or other securities of the surviving corporation or any other corporation or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part, into cash or other property are as follows:

The Surviving Corporation known as Spinelli Realty LLC will be able to convert the shares of each corporation into shares, obligations, or other securities of the Merging corporation, in whole or in part, into cash or other property acquisition, shares of each corporation into rights to acquire shares, obligations, or other securities of the surviving or any other corporation or, in whole or in part into cash or any other type of Asset or Investment.

Perpetually life time. The purpose of the corporation, stated in broad terms such as "to engage in legal business activities in the State of Florida

The name and address of the registered agent for the corporation, is Nicolas Farano 1884 NE 187 ST

The office address and mailing address for corporate headquarters (principal office or principal place of business) is: 1884 NE 187 St Miami FL 33179.

The purpose of the corporation is to engage in any lawful act or activity for which a corporation may be organized under the laws of [STATE OF Florida]. [and any other State in the US.]

• The corporation will have a perpetual existence, unless dissolved by the officers, directors or shareholders, or by operation of law.

The end of the fiscal year for the corporation is December 30Th.

The Corporation will have the right To secure by purchase, lease, option or otherwise and to invest, own, improve, develop, subdivide, operate, manage any real estate and other properties so acquired; to erect or cause to be erected on any land owned, held or occupied by the Corporation, any housing or condominium project, building or other structures with their appurtenances and to mortgage or sell any housing or condominium units, rooms or parts of the buildings or structures at anytime held, owned or developed by the Corporation; .

#### THE FOLLOWING MAY BE SET FORTH IF APPLICABLE:

Amendments to the articles of incorporation of the surviving corporation are indicated below or attached:

The fusion of Manicana Realty inc. into Spinelli Realty LLC is effective as of March 30,,2020 with the acceptance of all Shareholder members.

#### OR

Restated articles are attached:

Other provisions relating to the merger are as follows:



If the merger is between the parent and a subsidiary corporation and the parent is not the surviving corporation, a provision for the pro rata issuance of shares of the subsidiary to the holders of the shares of the parent corporation upon surrender of any certificates is as follows:

The corporation is authorized to issue one class of shares ("Common Stock") with a total number of [NUMBER OF AUTHORIZED SHARES (10,000)] [NUMBER OF AUTHORIZED SHARES (IN NUMERALS)].

One class of shares in the corporation that are all treated equally for purposes of voting and other purposes. If the Corporation need more than one class of shares, as an option, legal counsel should be used to set it up. Even with one or two shareholders, or if the business later bring new shareholders.

If applicable, shareholders of the subsidiary corporations, who, except for the applicability of section 607.1104, Florida Statutes, would be entitled to vote and who dissent from the merger pursuant to section 607.1321, Florida Statutes, may be entitled, if they comply with the provisions of chapter 607 regarding appraisal rights of dissenting shareholders, to be paid the fair value of their shares.

Other provisions relating to the merger are as follows:

To engage in real estate business; to invest in, hold, own, purchase, acquire, lease, contract, operate, improve, develop, manage, grant, sell, exchange, or otherwise dispose of properties of every kind and description, including shares of stock, bonds, and other securities or evidence of indebtedness of any other corporation, association, firm, or entity, domestic or foreign, where necessary or appropriate, and to possess and exercise in respect thereof all the rights, powers and privileges of ownership. To borrow or raise money, necessary to meet the financial requirements of its business by the issuance of bonds, promissory notes and other evidences of indebtedness, and to secure the repayment thereof by mortgage, pledge, deed of trust or lien upon the properties of the Corporation or to issue, pursuant to law, shares of its capital stock, debentures and other evidences of indebtedness in payment for properties acquired by the corporation or money borrowed in the prosecution of its lawful business. 3. Subject to existing laws, to organize and promote or assist in establishing, organizing and promoting real estate and industrial enterprises; to acquire, construct, erect, lease and operate plants, factory sites and the machineries and equipment required for the operation of such enterprises and generally to own, manage, and/or administer lands, buildings, businesses of any kind, properties whether real or personal, without necessarily engaging in real estate subdivision business and without however, managing the funds and securities portfolio thereof, and to construct and sell real property, as owners or as agents, representatives or attorney-in-fact of owners thereof. To invest and deal with the money and properties of the corporation in such manner as may from time to time be considered wise or expedient for the advancement of its interests and to sell