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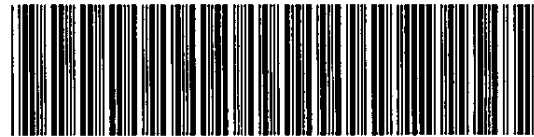
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TALLAHASSEE, FLORIDA

EFFECTIVE DATE

April 1, 2017

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MAR 31 2017

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THE COHRS LAW GROUP, P.A.

ATTORNEYS AND COUNSELORS AT LAW

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† Denis A. Cohrs, Esq.
Joanna B. Ozkaya, Esq., of counsel
Robert B. Hicks, Esq., of counsel

† Board Certified Real Estate Attorney

March 28, 2017

VIA FEDERAL EXPRESS

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

Re: Plan and Articles of Merger - JACLA Properties, LLC

Dear Sir/Madam:

Enclosed is an original and one copy of a Plan and Articles of Merger between **JACLA Properties, LLC**, a Florida limited liability company and **3 Van Zant, LLC**, a Connecticut limited liability company. Please file the Plan and Articles of Merger which reflect an effective date of April 1, 2017. Your filing fee in the amount of \$50.00 is enclosed.

Once filed, please return a date stamped copy in the enclosed self-addressed, postage prepaid envelope.

Thank you for your attention to this matter.

Sincerely,



Denis A. Cohrs

DAC/nd

Enclosures

EFFECTIVE DATE

PLAN AND ARTICLES OF MERGER

THIS PLAN AND ARTICLES OF MERGER is made and entered into this 18th day of March, 2017, to be effective for all purposes as of April 1, 2017, by and between **JACLA Properties, LLC**, a limited liability company organized and existing under the laws of the State of Florida (hereinafter referred to as "Surviving Entity"), and **3 Van Zant, LLC** a limited liability company organized and existing under the laws of the State of Connecticut (hereinafter referred to as "Merged Entity").

RECITALS

- A. Surviving Entity was organized as a Florida limited liability company pursuant to Articles of Organization filed in the office of the Secretary of State of Florida reflecting an effective date of Organization of March 31, 2017, a true copy of which are attached hereto as Exhibit "A".
- B. Merged Entity was organized pursuant to Articles of Organization, by its Certificate of Organization, which was filed in the office of the Secretary of State of Connecticut on December 11, 2013, using filing number 0004998929.
- C. The members of each of the Surviving Entity and the Merged Entity deem it advisable and in the best interest of the respective members that Merged Entity should be merged into Surviving Entity, and that Surviving Entity merge Merged Entity into itself, pursuant to the terms and conditions hereinafter set forth.

NOW, THEREFORE, the parties hereto hereby agree to this Plan and Articles of Merger, whereby Merged Entity is merged into Surviving Entity, and Surviving Entity merges Merged Entity into itself in the manner prescribed by the laws of the State of Florida, and the terms and conditions of the aforesaid merger and the mode of carrying the same into effect are as follows:

1. Merger.

Merged Entity shall be and is hereby merged into Surviving Entity, and Surviving Entity shall and does hereby merge Merged Entity into itself. Surviving Entity shall continue to be governed by the laws of the State of Florida. A duplicate original of this Plan and Articles of Merger shall be filed with both the Secretary of State of the State of Florida and the Secretary of State of the State of Connecticut.

2. Conversion of Membership.

The manner of converting the outstanding membership interests of the Merged Entity into the membership interests of Surviving Entity shall be an equal conversion of all of the membership interests of Merged Entity into all of the membership interests of Surviving Entity.

3. Terms of Merger.

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

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(a) Surviving Entity shall pay all expenses of carrying this Plan and Articles of Merger into effect and of accomplishing the merger.

(b) Upon the effective date of this merger, the separate existence of Merged Entity shall cease, and Merged Entity shall be merged into Surviving Entity, in accordance with the provisions of this Plan and Articles of Merger, and Surviving Entity shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the merging Entities, and shall have all of the rights, privileges, powers and franchises of each of the merging Entities; and all property, real, personal and mixed, and all debts due to each of the merging Entities shall be vested in Surviving Entity, and all property, rights and privileges, powers and franchises of the merging Entities and all and every other interest of them shall be thereafter the property of Surviving Entity as they were of the respective merging Entities; and the title to real estate, whether by deed or otherwise, vested in any of the merging Entities shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of the merging Entities shall be preserved unimpaired; and all debts, liabilities and duties of Merged Entity shall thenceforth attach to Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Surviving Entity shall cause a copy of this Plan and Articles of Merger certified by the Department of State of the State of Florida to be filed in the office of the official who is the recording officer of each County and State in which real property, if any, of Merged Entity is situated.

(c) If, at any time, Surviving Entity shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Entity, according to the terms hereof, the title to any property or rights of Merged Entity, the proper officers and directors of Merged Entity shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Entity, and otherwise to carry out the purposes of this Plan and Articles of Merger.

4. Amendment.

Surviving Entity shall have the right to amend, alter, change or repeal any provisions contained in this Plan and Articles of Merger or which may be contained in the Articles of Organization of Surviving Entity, in the manner now and hereafter prescribed by said laws, and all rights conferred upon members are granted subject to this reservation.

5. Filing and Effective Date.

(a) This Plan and Articles of Merger shall be filed with the Secretary of State of the State of Florida and with the Secretary of State of the State of Connecticut.

(b) This merger shall be effective on April 1, 2017, subject to this Plan and Articles of Merger being filed with both the Secretary of State of the State of Florida and the Secretary of the State of the State of Connecticut.

6. Appraisal Rights.

The Surviving Entity agrees to pay any member with appraisal rights the amounts to which members are entitled under §605.1006 and, §§605.1061 - 605.1072, Florida Statutes.

7. Plan Availability.

A copy of this Plan and Articles of Merger is on file at the offices of the Surviving Entity located at 2421 Adelphi Avenue, The Villages, Florida 32162 and shall be furnished, on request without cost, to any person holding an interest in any limited liability company that is a party to the merger.

8. Counterparts.

In order to facilitate the filing and recording of this Plan and Articles of Merger, the same may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

9. Approval.

This Plan and Articles of Merger were Approved and Adopted by unanimous vote of all of the members of both the Merged Entity and the Surviving Entity on March 17, 2017.

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Articles of Merger to be executed by the President and Secretary of each of them, pursuant to authority given by their respective members as follows:

3 Van Zant, LLC,
a Connecticut limited liability company

By: Jack Furano
Jack Furano, Authorized Member

JACLA Properties, LLC,
a Florida limited liability company

By: Jack Furano
Jack Furano, Authorized Member

**ARTICLES OF ORGANIZATION
OF
JACLA PROPERTIES, LLC**

I, the undersigned, hereby make, subscribe, acknowledge, and file, with the Secretary of State of the State of Florida, these Articles of Organization for the purpose of forming a Limited Liability Company in accordance with the laws of the State of Florida, as the same may be amended from time to time.

(All capitalized terms contained in these Articles of Organization shall have the meaning ascribed to them herein or in Chapter 605, Florida Statutes, The Revised Florida Limited Liability Act).

**ARTICLE I
NAME**

The name of this Limited Liability Company is **JACLA Properties, LLC.**

**ARTICLE II
COMMENCEMENT OF EXISTENCE AND DURATION**

The existence of this Limited Liability Company (the "Company") shall commence on March 31, 2017 and it shall thereafter have perpetual existence.

**ARTICLE III
MAILING ADDRESS AND PRINCIPAL OFFICE**

The principal place of business and mailing address of the Company shall be:

**2421 Adelphi Avenue
The Villages, Florida 32162**

and such other place or places in or outside of the State of Florida as the Company may from time to time determine.

**ARTICLE IV
REGISTERED AGENT**

The initial Registered Agent and Registered Office of the Company shall be:

**Jack Furano
2421 Adelphi Avenue
The Villages, Florida 32162**

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ARTICLE V
PURPOSE

The Company may engage in the transaction of any or all lawful business for which limited liability companies may be organized under the laws of the State of Florida.

ARTICLE VI
OPERATING AGREEMENT

The Members of the Company shall adopt an Operating Agreement containing all provisions for the regulation and management of the Company not inconsistent with laws of the State of Florida or these Articles.

ARTICLE VII
MANAGEMENT OF BUSINESS

The conduct and management of the Company, pursuant to specific rules regarding the rights and duties of the Members as enumerated in the Operating Agreement of the Company, shall remain vested in the Members.

ARTICLE VIII
INITIAL MEMBERS

The names and business addresses of the initial Member of this Company is:

**Jack Furano and Claire I. Furano,
as Tenants by the Entireties
2421 Adelphi Avenue
The Villages, Florida 32162**

ARTICLE IX
OWNERSHIP OF PROPERTY

Real or personal property originally brought into or transferred to the Company, or acquired by the Company by purchase or otherwise shall be held and owned, and conveyance shall be made, in the name of the Company.

ARTICLE X
TRANSFERABILITY OF MEMBERS' INTEREST

A Member's interest in the Company may be transferred, whether voluntarily or involuntarily, only with the unanimous written consent of all the remaining Members of the Company if the transferee intends to become a Member. Without this consent, the transferee shall not be entitled to become a Member or to participate in the management of the Company.

ARTICLE XI
ADMISSION OF NEW MEMBERS

Additional Members may be admitted from time to time on such terms and conditions as are set forth by a unanimous vote of all existing Members.

ARTICLE XII
AMENDMENTS

These Articles may be amended from time to time by the majority agreement of the Members, and the amendments shall be filed with the Florida Department of State, duly signed by an authorized representative of the Company.

IN WITNESS WHEREOF, the undersigned, as an authorized agent and representative for all Members, has executed these Articles of Organization on this 18th day of March, 2017.



Jack Furano, Authorized Representative

**CERTIFICATE OF ACCEPTANCE OF
REGISTERED AGENT UPON WHOM PROCESS MAY BE SERVED**

Having been named as Registered Agent to accept service of process for the above named Limited Liability Company, at the place designated in these Articles, I hereby acknowledge that I am familiar with my obligations as Registered Agent and agree to act in this capacity, and I further agree to comply with the provisions of all laws and regulations relative to the proper and complete performance of my duties.



Jack Furano

Date: March 18, 2017

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