

12/10/2020

Division of Corporations

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Florida Department of State  
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**MERGER OR SHARE EXCHANGE  
QC HANCOCK GROVE, LLC**

Certificate of Status	0
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**ARTICLES OF MERGER  
and  
CERTIFICATE OF MERGER**

THE FOLLOWING Articles of Merger and Certificate of Merger are being submitted in accordance with Fla. Stat. §605.1025.

**ARTICLE I**

The exact name and jurisdiction of the Disappearing Entity is as follows:

<b><u>NAME</u></b>	<b><u>JURISDICTION</u></b>
<b>QC PELICAN GROVE, LLC</b> Document No. L17000191283	FLORIDA

**ARTICLE II**

The exact name and jurisdiction of the Surviving Entity is as follows:

<b><u>NAME</u></b>	<b><u>JURISDICTION</u></b>
<b>QC HANCOCK GROVE, LLC</b> Document No. L17000129544	FLORIDA

**ARTICLE III**

The Merger was approved by each domestic limited liability company that is a party to the merger in accordance with Fla. Stat. § 605.1021-605.1026 and other applicable provisions of Chapter 605 of the Florida Statutes. All of the members of the Surviving Entity and the Disappearing Entity have approved the Merger.

**ARTICLE IV**

The surviving entity has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of Fla. Stat. § 605.1006 and Fla. Stat. § 605.1061-605.1072.

**ARTICLE V**

This merger is not prohibited by any agreement of the parties or the Articles of Organization of the Surviving Entity or the Disappearing Entity.

**ARTICLE VI**

The effective date of this merger shall be December 31, 2020.

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IN WITNESS WHEREOF, these Articles of Merger and Certificate of Merger are executed this 8 day of December, 2020.


SURVIVING ENTITY:

QC HANCOCK GROVE, LLC, a Florida  
limited company

By:   
Justin Blomberg, Manager

DISAPPEARING ENTITY:

QC PELICAN GROVE, LLC, a Florida  
liability company

By:   
Justin Blomberg, Manager

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**PLAN OF MERGER**

THE FOLLOWING PLAN OF MERGER is submitted to merge the following Florida Limited Liability Companies in accordance with Fla. Stat. § 605.1022.

**RECITALS:**

WHEREAS, **QC PELICAN GROVE, LLC**, a Florida limited liability company (Document Number L17000191283) (the "Merging Entity") desires to merge with and into **QC HANCOCK GROVE, LLC**, a Florida limited liability company (Document Number L17000129544) (the "Surviving Entity"); upon the terms and subject to the conditions set forth in this Plan of Merger (the "Plan"); and

WHEREAS, the members of the Surviving Entity and the Merging Entity have determined that it is advisable that the Merging Entity be merged into the Surviving Entity;

NOW THEREFORE, in consideration of the foregoing and the provisions contained herein the parties agree as follows:

**ARTICLE I**

The exact name and jurisdiction of each entity that is a party to the merger is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
<b>QC PELICAN GROVE, LLC</b> Document No. L17000191283 (Merging entity)	FLORIDA
<b>QC HANCOCK GROVE, LLC</b> Document No. L17000129544 (Surviving entity)	FLORIDA

**ARTICLE II**

The terms and conditions of the merger are as follows:

1. The Effective Date of the merger shall be December 31, 2020 the date of filing the Certificate of Merger with the Florida Secretary of State.
2. On the Effective Date, the Merging Entity shall be merged with and into the Surviving Entity. The separate existence of the Merging Entity shall cease at the Effective Date and the existence of the Surviving Entity shall continue unaffected and unimpaired with all of the rights, privileges, immunities, and franchises of a public as well as a private nature and subject to all of the duties and liabilities of a corporation organized under the laws of the State of Florida.

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3. The Articles of Organization of the Surviving Entity in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the Effective Date until further amended as permitted by law.

4. On the Effective Date, the Surviving Entity shall be responsible and liable for all liabilities and obligations of the Merging Entity.

5. The unit ownership of the Merging Entity shall cease to exist on the Effective Date of the merger, and the unit ownership of the Surviving Entity shall continue unchanged.

### ARTICLE III

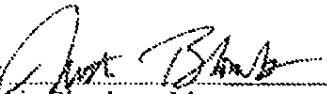
The name and address of the Manager of the Surviving Entity is:

Justin Blomberg  
1370 Jet Stream Drive, Ste 100  
Henderson, NV 89052

8 IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger this day of December, 2020.

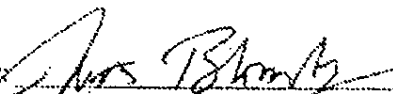
#### SURVIVING ENTITY:

QC HANCOCK GROVE, LLC  
a Florida limited liability company

By:   
Justin Blomberg, Manager

#### MERGING ENTITY:

QC PELICAN GROVE, LLC  
a Florida limited liability company

By:   
Justin Blomberg, Manager

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