

Florida Department of State

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MERGER OR SHARE EXCHANGE Trinity Tile Group, LLC

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ARTICLES OF MERGER

OF

TRINITY TILE GROUP, INC. (a Florida limited liability company)

WITH AND INTO

TRINITY TILE GROUP, LLC (a Florida limited liability company)

The following Articles of Merger are submitted to merge the following Florida corporation and Florida limited liability company in accordance with Sections 607.1109 and 605.1025, Florida Statutes:

- 1. The exact name, form/entity type, and jurisdiction for each merging party are as follows: TRINITY TILE GROUP, INC., a Florida corporation (the "Disappearing Entity") and TRINITY TILE GROUP, LLC, a Florida limited liability company (the "Surviving Entity").
- 2. Attached Exhibit A is a copy of the agreement and plan of merger (the "Agreement and Plan of Merger"), dated effective as of August 29, 2017, between the Surviving Entity and the Disappearing Entity, setting forth the plan of merger whereby the Disappearing Entity will merge with and into the Surviving Entity.
- 3. The Agreement and Plan of Merger was approved and adopted by the sole shareholder and director of the Disappearing Entity by written consent on August 29, 2017, in accordance with the applicable provisions of Florida law, and approved by the sole member and manager of the Surviving Entity by written consent on August 29, 2017, in accordance with the applicable provisions of Florida law.
- 4. The Surviving Entity is a domestic limited liability company: Document Number L17000181857
 - 5. The merger shall become effective as of the filing of these Articles of Merger.

[SIGNATURE PAGE TO FOLLOW]

Broad and Cassel

IN WITNESS WHEREOF, the parties hereto have duly executed these Article of Merger, . as of the day and year first written above.

DISAPPEARING ENTITY:

TRINITY TILE GROUP, INC., a Florida

corporation

SURVIVING ENTITY:

TRINITY TILE GROUP, LLC, a Florida

limited liability company

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

See attached.

AGREEMENT AND PLAN OF MERGER

OF.

TRINITY TILE GROUP, INC. (a Florida corporation)

WITH AND INTO

TRINITY TILE GROUP, LLC (a Florida limited liability company)

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into and effective as of the <u>29</u> day of <u>August</u>, 2017, by and between **TRINITY TILE GROUP**, **INC.**, a Florida corporation (the "Disappearing Entity"), and **TRINITY TILE GROUP**, **LLC**, a Florida limited liability company (the "Surviving Entity").

BACKGROUND

WHEREAS, the sole shareholder and director of the Disappearing Entity and the sole member and manager of the Surviving Entity have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

PLAN OF MERGER

- 1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the provisions of Chapters 605 and 607, Florida Statutes, at the Effective Time (as defined below) of the merger, the Disappearing Entity shall be merged with and into the Surviving Entity (the "Merger"). As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and Surviving Entity are collectively referred to as the "Constituent Entities".
- 2. The Merger shall become effective upon the filing of the Articles of Merger with the State of Florida (the "Effective Time").
- 3. The Articles of Organization of the Surviving Entity as in effect at the effective time of the merger shall be the Articles of Organization of the Surviving Entity after the Effective Time.
- 4. The name and address of the manager of the Surviving Entity is: Donald DeLuzio, 4337 Dardanelle Drive, Orlando, Florida, 32808.

- 5. On the Effective Date, by virtue of the Merger and without any action on the part of the members, officers, or managers, of the Constituent Entities, the shares of the Disappearing Entity immediately prior to the Effective Time will be automatically cancelled and the Surviving Entity will not issue membership interests/units.
- 6. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.
- 7. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.
- 8. Anything herein to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and the Merger may be abandoned at any time prior to the Effective Date by mutual agreement evidenced by resolutions of the Shareholders and Members of the parties hereto. If the Articles have been filed prior to the abandonment, either party may execute and file an appropriate certificate of abandonment of the Merger with the Secretary of State of Florida, as applicable.
- 9. This Agreement may not be amended or supplemented, except by a writing executed by all of the parties hereto or by the party against which enforcement is sought.
- 10. This Agreement shall be binding upon, and shall inure to the benefit of, the parties hereto and their respective successors and assigns.
- 11. This Agreement shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF the parties hereto have duly executed this Agreement as of the day and year first above written.

DISAPPEARING ENTITY:

TRINITY TILE GROUP, INC., a Florida corporation

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SURVIVING ENTITY:

TRINITY TILE GROUP, LLC, a Florida limited liability company