

L17000233557

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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(Business Entity Name)

(Document Number)

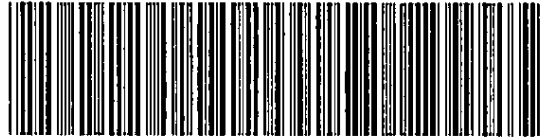
Certified Copies _____ Certificates of Status _____

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AR Filed 3/21/2019

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S TALLENT
APR 04 2019

Merger

FILED
19 MAR 25 PM 10:47
MAR 25 2019



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 11, 2019

RYAN HUMBLE
ROSENBLATT LAW FIRM
16731 HUEBNER RD.
SAN ANTONIO, TX 78248

SUBJECT: AMERQUARTZ, LLC
Ref. Number: L17000233557

We have received your document and check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

As a condition of a merger, pursuant to s.605.0212(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.

Susan Tallent
Regulatory Specialist II

Letter Number: 619A00004863

RECEIVED

2019 MAR 26 PM 12:57

SECRETARY OF STATE
TALLANT

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Ameriquartz, LLC, a Texas 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:

Ryan Humble

Contact Person

Rosenblatt Law Firm

Firm/Company

16731 Huebner Rd.

Address

San Antonio, Texas 78248

City, State and Zip Code

ryan@rosenblattlawfirm.com

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

For further information concerning this matter, please call:

Ryan Humble

at (210) 562-2900

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

**Articles of Merger
For
Florida Limited Liability Company**

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Ameriquartz, LLC	Florida	Limited liability company L17000233557

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Ameriquartz, LLC	Texas	Limited liability company

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FILED
19 MAR 25 PM 4:17
CLERK OF COURT
JACKSONVILLE, FLORIDA

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☒ 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:

18230 Bracken Dr., San Antonio, Texas 78266

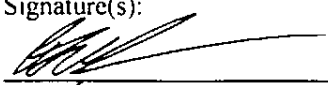
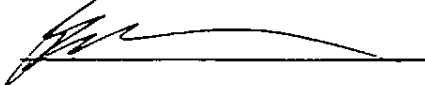
FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

NA

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.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Ameriquartz, LLC (Florida)		Ryan Humble, Attorney in Fact
Ameriquartz, LLC (Texas)		Ryan Humble, Attorney in Fact

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

<u>Fees:</u>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<u>Certified Copy (optional):</u>	\$30.00

**CERTIFICATE OF MERGER
OF
AMERQUARTZ, LLC,
a Florida limited liability company
WITH
AMERQUARTZ, LLC,
a Texas limited liability company**

Pursuant to the Texas Business Organizations Code (the "Act"), the undersigned Florida limited liability company, Ameriquartz, LLC, and the undersigned Texas limited liability company, Ameriquartz, LLC, adopt the following Certificate of Merger for the purpose of merging the two entities, and hereby certify as follows:

I. PARTIES TO THE MERGER

FIRST: The name, state of formation, and organizational form of the parties to the merger are as follows:

Party 1:

<u>Name:</u>	<u>State of Organization:</u>	<u>Organizational Form:</u>	<u>File Number, if any</u>
Ameriquartz, LLC	Florida	Limited Liability Company	L17000233557

This organization will not survive the merger.

Party 2:

<u>Name:</u>	<u>State of Organization:</u>	<u>Organizational Form:</u>	<u>File Number, if any</u>
Ameriquartz, LLC	Texas	Limited Liability Company	Not any

This organization will be created by the merger.

II. ALTERNATIVE STATEMENTS IN LIEU OF PLAN

In lieu of providing the plan of merger, each domestic filing entity certifies that:

A signed plan of merger is on file at the principal place of business of each surviving entity that is named in this form as a party to the merger. The address of the principal place of business of the surviving entity is 18230 Bracken Dr., San Antonio, Texas 78266.

On written request, a copy of the plan of merger will be furnished without cost by each surviving entity to any owner or member of any domestic entity that is a party to or created by the plan of merger and, if the certificate of merger identifies multiple surviving domestic entities or non-code organizations, to any creditor or obligee of the parties to the merger at the time of the merger if a liability or obligation is then outstanding.

No amendments to the certificate of formation of any surviving filing entity that is a party to the merger are effected by the merger.

The name, jurisdiction, principal place of business address of the new entity created pursuant to the Plan of Merger is set forth as follows:

<u>Name:</u>	<u>Jurisdiction:</u>	<u>Entity Type:</u>
Ameriquartz, LLC	Texas	Limited Liability Company

Principal Place of Business Address:

18230 Bracken Dr., San Antonio, Texas 78266

III. APPROVAL OF THE PLAN OF MERGER

THIRD: The plan of merger has been approved as required by the laws of the jurisdiction of formation of each organization that is a party to the merger and by the governing documents of those organizations.

IV. EFFECTIVENESS OF FILING

FOURTH: This document becomes effective when the document is accepted and filed by the secretary of state. The Certificate of Formation for Ameriquartz, LLC is being filed with this Certificate of Merger.

V. TAX CERTIFICATE

FIFTH: In lieu of providing the tax certificate, Ameriquartz, LLC a Texas limited liability company and one of the surviving organizations, will be liable for the payment of the required franchise taxes.


VI. EXECUTION

The undersigned signs this document subject to the penalties imposed by law for the submission of a materially false or fraudulent instrument. The undersigned certifies that the statements contained herein are true and correct, and that the person signing is authorized under the provisions of the Business Organizations Code, or other law applicable to and governing the merging entity, to execute the filing instrument.

[Signature Page Follows]

IN WITNESS WHEREOF, I have hereunto set my hand this 8th day of February, 2019.

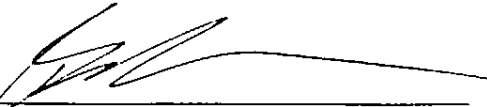
Ameriquartz, LLC
a Texas Limited Liability Company

By: 

Printed Name: Ryan Humble

Title: Attorney in Fact for Manager, Marcos B. Machado

Ameriquartz, LLC
a Florida Limited Liability Company

By: 

Printed Name: Ryan Humble

Title: Attorney in Fact for Manager, Marcos B. Machado

CERTIFICATE OF FORMATION

OF

AMERQUARTZ, LLC

I, the undersigned natural person, meeting the requirements of Section 3.004 of the Texas Business Organizations Code ("BOC") and acting as an organizer thereunder of a limited liability company (hereinafter referred to as the "Company"), do hereby adopt the following Certificate of Formation of the Company:

ARTICLE I
NAME

The name of the Company shall be "Amerquartz, LLC", which shall be formed as a Texas limited liability company. The Company is being formed pursuant to a Plan of Merger.

ARTICLE II
POWERS

The Company shall have all the powers accorded to a Limited Liability Company under the BOC.

ARTICLE III
PURPOSES

The purpose for which the Company is organized is to transact any or all lawful business for which limited liability companies may be organized under the BOC.

ARTICLE IV
COMPANY AGREEMENT

The Members of the Company shall adopt the Company Agreement that shall govern the regulation and management of the affairs of the Company, provided, however, that the failure to adopt such Company Agreement prior to the date on which the Secretary of the State of Texas issues a Certificate of Organization shall not affect the Company's commencement of existence on such date. The Company Agreement shall provide for all the terms and conditions for the regulation and management of the affairs of the Company not inconsistent with applicable law or with this Certificate of Formation. The power to adopt, alter, amend or repeal the Company Agreement shall be vested in the members of the Company unless vested in whole or part in the managers of the Company by the Company Agreement.

ARTICLE V
MANAGEMENT

The management of the Company is vested in the managers of the Company. Unless otherwise required by the Company Agreement, the managers of the Company need not be residents of the State of Texas.

The number of managers of the Company shall be one (1), as follows:

<u>Names</u>	<u>Address</u>
Marcos B. Machado	18230 Bracken Dr. San Antonio, Texas 78266

ARTICLE VI
PRINCIPAL PLACE OF BUSINESS

The principal place of business of the Company is 18230 Bracken Dr., San Antonio, Texas 78266.

ARTICLE VII
NAME AND ADDRESS OF INITIAL REGISTERED AGENT

The initial registered agent of the Company is Marcos B. Machado. The address of the initial registered office is 18230 Bracken Dr., San Antonio, Texas 78266.

ARTICLE VIII
MEMBERSHIP INTERESTS

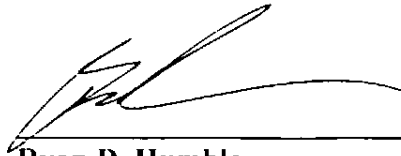
The membership interests in the Company shall be defined and established in the Company Agreement, including the relative rights, powers, and duties, including voting rights, thereof.

ARTICLE IX
INDEMNIFICATION

The Company shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, arbitrative or investigative, any appeal in such an action, suit or proceeding and any inquiry or investigation that could lead to such an action, suit or proceeding (whether or not by or in the right of the Company), by reason of the fact that he or she is or was a member, manager, officer, employee or agent of the Company or is or was serving at the request of the Company as a manager, director, officer, partner, venturer, proprietor, trustee, employee, agent or similar functionary of another limited liability company, corporation, partnership, joint venture, sole proprietorship, trust, nonprofit entity, employee benefit plan or other enterprise, against all judgments, penalties (including excise and similar taxes), fines, settlements and reasonable

expenses (including attorneys' fees and court costs) actually and reasonably incurred by him or her in connection with such action, suit or proceeding to the fullest extent permitted by any applicable law, and such indemnity shall inure to the benefit of the heirs, executors and administrators of any such person so indemnified pursuant to this Article X. The right to indemnification under this Article X shall be a contract right and shall not be deemed exclusive of any other right to which those seeking indemnification may be entitled under the Regulations or any law, agreement, vote of members or disinterested managers or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office.

IN WITNESS WHEREOF, I have executed this Certificate of Formation this 8th day of February, 2019.

A handwritten signature in black ink, appearing to read 'Ryan D. Humble', is written over a horizontal line.

Ryan D. Humble
Attorney at Law
The Rosenblatt Law Firm
16731 Huebner Road
San Antonio, Texas 78248