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MERGER

1. **M. BARRETT ASSOCIATES LLC**

(CORPORATE NAME AND DOCUMENT #)

2. _____
(CORPORATE NAME AND DOCUMENT #)

3. _____
(CORPORATE NAME AND DOCUMENT #)

4. _____
(CORPORATE NAME AND DOCUMENT #)

5. _____
(CORPORATE NAME AND DOCUMENT #)

6. _____
(CORPORATE NAME AND DOCUMENT #)

**SPECIAL
INSTRUCTIONS:**

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: M. BARRETT ASSOCIATES LLC

Name of Surviving Party

The enclosed Certificate of Merger and fees(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Contact Person

Firm/Company

Address

City, State and Zip Code

mikebarrett2@mac.com

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

For further information concerning this matter, please call:

Name of Contact Person

at (_____) _____

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

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**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>
M. BARRETT ASSOCIATES LLC	New York	LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
M. BARRETT ASSOCIATES LLC	Florida	LLC
_____	_____	_____

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).

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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:

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:

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.

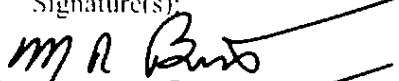
SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

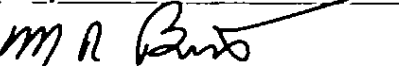
Typed or Printed
Name of Individual:

M. BARRETT ASSOCIATES LLC (Florida)



Michael Barrett

M. BARRETT ASSOCIATES LLC (New York)



Michael Barrett

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

Fees: 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

Certified Copy (optional):

\$30.00

THIS AGREEMENT AND PLAN OF MERGER adopted on this 19th day of January, 2018 by M. BARRETT ASSOCIATES LLC, a New York domestic Limited Liability Company (hereinafter the "New York LLC"), and by M. BARRETT ASSOCIATES LLC, a Florida domestic Limited Liability Company (hereinafter the "Florida LLC").

WHEREAS, the New York LLC and the Florida LLC are companies which desire to enter into this Agreement and Plan of Merger (Agreement) and intend to qualify as a tax-free merger, pursuant to section 368(a)(1)(F) of the Internal Revenue Code, and form a single company.

NOW, THEREFORE, in consideration of the mutual covenants and Agreements, the parties agree as follows:

1. The participating companies, the Florida LLC and the New York LLC shall, pursuant to the provisions of the Limited Liability Company Laws of the State of New York and Florida, respectively, be merged with and into a single company, to wit, the Florida LLC, shall be the surviving company upon the Effective Date of the merger (as hereinafter defined) and which is sometimes hereinafter referred to as the "Surviving LLC", and which shall continue to exist as said Surviving LLC under its present name. The separate existence of the New York LLC, which is sometimes hereinafter referred to as the "Terminating LLC," shall cease upon the Effective Date of the merger (as hereinafter defined) in accordance with the provisions of respective Limited Liability Company Laws.

2. The Articles of Organization of the Surviving LLC as of the Effective Date of the merger shall be the Articles of Organization of said Surviving LLC and shall continue in full force and effect until sooner amended or changed.

3. The Operating Agreement of the Terminating LLC upon the Effective Date of the merger will be the Operating Agreement of said Surviving LLC (except the operating agreement shall be amended to the extent that it shall be governed by applicable Florida law) and will continue in full force and effect until further changed, altered or amended as

therein provided.

4. The Member(s) of the Terminating Company and their respective interests mirror the Surviving LLC, as of the Effective Date of the merger, therefore, there is no change of the Member's respective interest in the Surviving LLC.

5. The Member(s) of the Surviving LLC upon the Effective Date of the merger shall hold their current directorship and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Operating Agreement of the Surviving LLC.

6. The employee identification number ("EIN") of the Terminating LLC upon the Effective Date shall be the EIN of the Surviving LLC.

7. The merger of the Terminating LLC with and into the Surviving LLC shall be authorized in the manner prescribed by the laws of the State of New York and Florida, respectfully, and the Plan of Merger herein made and adopted shall be submitted to the Member(s) of the Terminating LLC and Surviving LLC for their adoption or rejection in the manner prescribed by the provisions of the said respective Limited Liability Company Laws.

8. In the event that the merger of the Terminating LLC with and into the Surviving LLC shall have been duly authorized in compliance with the Laws of State of New York and Florida, respectfully, and in the event that the Plan of Merger shall have been adopted by the Member(s) entitled to vote of the Terminating LLC and Surviving LLC in the manner prescribed by the provisions of the said Laws, the Terminating LLC and the Surviving LLC will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of New York and Florida, and will further cause to be performed all necessary acts herein and elsewhere to effectuate the merger.

9. The Managing Member(s) of the Terminating LLC and the Surviving LLC,

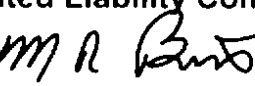
respectively, shall be authorized, empowered and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

10. The "Effective Date" of the merger shall be the later date of filing of the Certificate of Merger document with (i) the State of Florida or (ii) the State of New York.

IN WITNESS WHEREOF, the parties have entered into this Agreement of Limited Liability Company as of the day first above set forth.

Surviving LLC

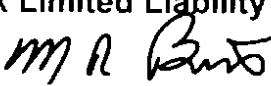
**M. BARRETT ASSOCIATES LLC, a Florida
Limited Liability Company**

By: 

MICHAEL BARRETT, Sole Member

Terminating LLC

**M. BARRETT ASSOCIATES LLC, a New
York Limited Liability Company**

By: 

MICHAEL BARRETT, Sole Member