

L18000020650

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(Business Entity Name)

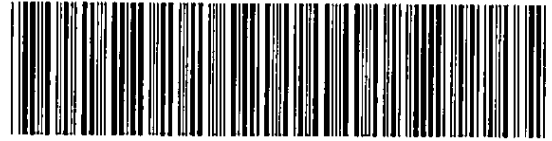
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AUG 20 2019

Merger

FLORIDA FILING & SEARCH SERVICES, INC.

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155 Office Plaza Dr Ste A Tallahassee FL 32301

PHONE: (800) 435-9371; FAX: (866) 860-8395

DATE: 8/19/19

NAME: MILES COLLIER COLLECTIONS LLC

TYPE OF FILING: MERGER

COST: 50.00

RETURN: PLAIN COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
OF
MILES COLLIER COLLECTIONS LLC
(A FLORIDA LIMITED LIABILITY COMPANY) L18000020650 ✓

AND
MILES COLLIER COLLECTIONS LLC
(A DELAWARE LIMITED LIABILITY COMPANY)

These Articles of Merger are submitted to merge the following limited liability companies in accordance with section 605.1025 of the Florida Revised Limited Liability Company Act.


1. Miles Collier Collections LLC, a Delaware limited liability company ("MCC DE"), the merging entity, will merge with and into Miles Collier Collections LLC, a Florida limited liability company ("MCC FL"), the surviving entity.
2. Annexed hereto and made a part hereof, as Exhibit A is the Agreement and Plan of Merger.
3. The merger of MCC DE with and into MCC FL is permitted by and is in compliance with the Florida Revised Limited Liability Company Act and with the Delaware Limited Liability Company Act.
4. The date of adoption of the Agreement and Plan of Merger by the managers and members of MCC FL and MCC DE is August 12, 2019.
5. The effective time and date of the merger shall be the time that the Articles of Merger are filed with the Florida Department of State, Division of Corporations.
4. MCC FL, as the surviving entity, agrees to pay any members with appraisal rights the amount to which members are entitled under §§ 605.1006 and 605.1061-605.1072 of the Florida Revised Limited Liability Company Act.

[Signature on the following page]

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Executed on August 12, 2019.

MILES COLLIER COLLECTIONS LLC,
a Florida limited liability company

By: 
William E. Thomas, Manager

MILES COLLIER COLLECTIONS LLC,
a Delaware limited liability company

By: M Collier Trust dated December 9, 2016
f/k/a Miles C. Collier Revocable Trust dated
December 29, 1981, Manager

By: Prosperrian Trust LLC, Trustee

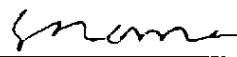
By: 
William E. Thomas, President

EXHIBIT A

Agreement and Plan of Merger

[see attached]

AGREEMENT AND PLAN OF MERGER
OF
MILES COLLIER COLLECTIONS LLC
(A FLORIDA LIMITED LIABILITY COMPANY)

AND
MILES COLLIER COLLECTIONS LLC
(A DELAWARE LIMITED LIABILITY COMPANY)

THIS AGREEMENT AND PLAN OF MERGER entered into on August 12, 2019 by Miles Collier Collections LLC, a Delaware limited liability company (the "Merging Entity"), and Miles Collier Collections LLC, a Florida limited liability company (the "Survivor").

1. The Merging Entity is a limited liability company organized under the laws of the State of Delaware with its principal place of business located at 9045 Strada Stell Court, Suite 500, Naples, Florida 34109; and

2. The Survivor is a limited liability company organized under the laws of the State of Florida whose principal place of business after the merger shall be located at 9045 Strada Stell Court, Suite 500, Naples, Florida 34109; and

3. The Florida Revised Limited Liability Company Act ("FRLCA") permits the merger of a Delaware limited liability company with and into a Florida limited liability company; and

4. The Delaware Limited Liability Company Act ("DLLCA") permits the merger of a Delaware limited liability company with and into a Florida limited liability company; and

5. The Merging Entity shall, pursuant to the provisions of the FRLCA and DLLCA, be merged with and into the Survivor which shall continue to exist under its present name pursuant to the provisions of the DLLCA and FRLCA. The separate existence of the Merging Entity shall cease at said effective time.

5. The Articles of Organization of the Survivor dated January 24, 2018 shall continue to be the Articles of Organization of the Survivor until amended and changed pursuant to the provisions of the FRLCA.

6. The Operating Agreement of the Survivor shall continue to be the Operating Agreement of the Survivor until further amended and changed pursuant to the provisions of the FRLCA.

7. The Managers of the Survivor shall consist of the following persons who shall continue as Managers until the election and qualification of their successors or until their tenure is otherwise terminated:

Miles C. Collier

William E. Thomas

8. The name and address of the registered agent of the Survivor after the merger shall be Corporation Service Company, 1201 Hays Street, Tallahassee, Florida 32301.

9. The assets and liabilities of the Merging Entity shall become the assets and liabilities of the Survivor.

10. As a result of the Merger, the outstanding membership interests in the Merging Entity automatically shall be cancelled and of no force or effect upon the Effective Date without any action on the part of the holder thereof.

11. The Merger shall become effective upon the filing of the Articles of Merger by the Surviving Entity with the Florida Department of State, Division of Corporations (the "Effective Time").

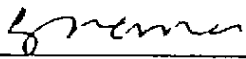
12. In the event that this Agreement and Plan of Merger shall have been fully approved and adopted on behalf of the Merging Entity and the Survivor in accordance with provisions of the DLLCA and FRLLCA, the Merging Entity and the Survivor agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Delaware and the laws of the State of Florida, including but not limited to Certificates and/or Articles of Merger, and that they will cause to be performed all necessary acts within the State of Delaware, the State of Florida and elsewhere to effectuate the merger herein provided for.

13. At any time prior to the Effective Time, if and to the extent permitted by the DLLCA and FRLLCA, the Agreement and Plan of Merger may be abandoned and this agreement may be terminated with the approval of the Managers of the Merging Entity and the Survivor, notwithstanding the prior approval of this Agreement and Plan of Merger by the Managers and Members of the Merging Entity and the Survivor. This Agreement and Plan of Merger may, to the extent permitted by the DLLCA and FRLLCA, be amended by the Merging Entity and the Survivor prior to the Effective Time.

[Signatures on the following page.]

IN WITNESS WHEREOF, the Merging Entity and the Survivor have executed and delivered this Agreement and Plan of Merger by their duly authorized officers as of the date first written above.

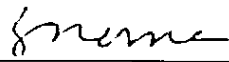
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a Florida limited liability company

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