

L180000093529

(Requestor's Name)

(Address)

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☐ PICK-UP

☐ WAIT

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(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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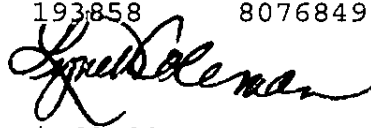
FILED
2018 MAY -4 AM 10:07

2018 MAY -4 AM 10:51

Albritton

MAY 15 2018
I ALBRITTON

CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195
REFERENCE : 193858 8076849
AUTHORIZATION : 
COST LIMIT : \$ 60.00

ORDER DATE : May 3, 2018
ORDER TIME : 5:08 PM
ORDER NO. : 193858-010
CUSTOMER NO: 8076849

ARTICLES OF MERGER

MILEONE HOLDINGS, INC.

INTO

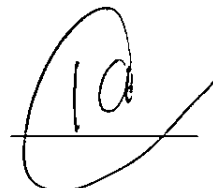
SBF MANAGEMENT, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Roxanne Turner

EXAMINER'S INITIALS:



COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SBF MANAGEMENT, LLC

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Craig H. Colton

Contact Person

SBF Management, LLC

Firm/Company

113 Spinnaker Lane

Address

Jupiter, FL 33477

City, State and Zip Code

ccolton@milconeholdings.com

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

For further information concerning this matter, please call:

Craig H. Colton

at (410) 427-6706

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

CR2E080 (2/14)



RESUBMIT

Please give original
submission date as file date.

FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 7, 2018

CORPORATION SERVICE COMPANY
% ROXANNE TURNER
1201 HAYS STREET
TALLAHASSEE, FL 32301

SUBJECT: SBF MANAGEMENT, LLC
Ref. Number: L18000093829

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Articles of Merger involving a Limited Liability Company must be file pursuant to section 605.1025, Florida Statutes.

Please entitle the attached the Plan of Merger or the Plan and Articles of Merger.

We are enclosing the proper form(s) with instructions for your convenience.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton
Regulatory Specialist II

Letter Number: 618A00009342

2 MAY 14 4:20 PM '18

**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>
Mileone Holdings, Inc.	Maryland	Corporation
SBF Management, LLC	Florida	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>
SBF Management, 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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2016 MAY -4 AM 10:07
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
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 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:

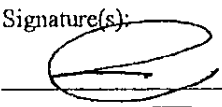
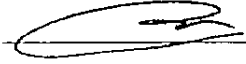
FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

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:

DATE OF FILING

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:
SBF MANAGEMENT, LLC		STEVEN B. FADER
MILEONE HOLDINGS, INC.		STEVEN B. FADER

Corporations:	Chairman, Vice Chairnan, 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

ARTICLES OF MERGER

THESE ARTICLES OF MERGER, dated as of the 27th day of April, 2018, pursuant to Sections 3-109, 4A-701 and 4A-703 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended (hereinafter referred to as the "Maryland Code"), are entered into by and between the limited liability companies named in Article SECOND below, which are hereinafter collectively referred to as the "Constituent Entities."

FIRST: Each of the Constituent Entities has agreed to merge, and the terms and conditions of the merger and the manner of carrying the same into effect are and shall be as set forth herein.

SECOND: The parties to these Articles of Merger are:

1. SBF MANAGEMENT, LLC, a limited liability company organized under the laws of the State of Florida, hereinafter sometimes referred to as the "Surviving Entity"; and
2. MILEONE HOLDINGS, INC., a corporation organized under the laws of the State of Maryland (D11252384), hereinafter sometimes referred to as the "Merging Entity."

THIRD: SBF MANAGEMENT, LLC, shall be the successor in the merger, and assumes all of the indebtedness, liabilities, contracts, and debts of the Merging Entity.

FOURTH: The Surviving Entity has its principal office in the State of Florida. The Merging Entity has its principal office in the State of Maryland in Baltimore County. The Merging Entity does not own an interest in land in the State of Maryland.

FIFTH: The terms and conditions of the merger set forth in these Articles of Merger were advised, authorized, and approved by each of the Constituent Entities in the manner and by the vote required by its Articles of Organization and Operating Agreement, and by the laws of the States of Maryland and Florida, respectively. The manner in which this merger was approved by each Constituent Entity is set forth below:

1. The merger to be effected by these Articles of Merger was duly advised, authorized and approved by the Surviving Entity pursuant to a written unanimous consent of Members of the Surviving Entity dated as of April 27, 2018.
2. The merger to be effected by these Articles of Merger was duly advised, authorized and approved by the Merging Entity pursuant to a written unanimous consent of Members of the Merging Entity dated as of April 27, 2018.

SIXTH: The Articles of organization of the Surviving Entity are hereby amended to change the name of the Surviving Entity to SBF Management, LLC, such change of name to be effective as of the Effective Date (as hereinafter defined).

SEVENTH: The Surviving Entity has one (1) class of Membership Interests (the "Surviving Membership Interests") of which 100 Surviving Membership Interests are outstanding and held by its Members.

EIGHTH: The Merging Entity has one (1) class of Membership Interests (the "Merging Membership Interests") of which 100 Merging Membership Interests are outstanding and held by its Members.

NINTH: All of the outstanding Membership Interests of both Constituent Entity are owned by the same entity. After the Effective Date of the merger contemplated by these Articles of Merger, the Merging Membership Interests shall be surrendered and cancelled. The outstanding Membership Interests of the Surviving Entity shall remain and shall not be effected by the merger.

TENTH: The merger provided by these Articles of Merger shall become effective on the date (the "Effective Date") these Articles of Merger are accepted for record by the State Department of Assessments and Taxation of Maryland.

IN WITNESS WHEREOF, each of the Constituent Entities party to these Articles of Merger has caused these Articles of Merger to be signed and acknowledged in the name and on behalf of each such Entity by its Managing Member, and each such signatory does hereby acknowledge the same to be the act of the applicable Constituent Entity, and that to the best of his knowledge, information and belief, all matters and facts stated herein are true in all material respects, this statement being made under the penalties of perjury.


[Signatures Follow on Next Page]

SIGNATURE PAGE TO ARTICLES OF MERGER
BETWEEN
SBF MANAGEMENT LLC
AND
MILEONE HOLDINGS, INC.

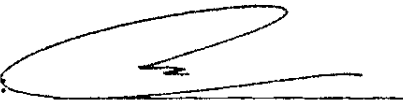
WITNESS:

SURVIVING ENTITY:

SBF MANAGEMENT, LLC

A handwritten signature in black ink, appearing to be 'JH', written over a horizontal line.

By:

A handwritten signature in black ink, appearing to be 'S. B. Fader', written over a horizontal line.

Steven B. Fader, Manager

MERGING ENTITY:

MILEONE HOLDINGS, INC.

A handwritten signature in black ink, appearing to be 'JH', written over a horizontal line.

By:

A handwritten signature in black ink, appearing to be 'S. B. Fader', written over a horizontal line.

Steven B. Fader, President