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## Florida Department of State

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## MERGER OR SHARE EXCHANGE

JDG-Nolte Road, LLC

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$50.00

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June 25

### ARTICLES OF MERGER

Pursuant to the provisions of Chapter 605 of the Florida Statutes, the undersigned organizations adopt the following Articles of Merger:

1. In the manner prescribed by Sections 605.1021-605.1026 of the Florida Statutes, the following Plan of Merger was approved by the written consent of **ST CLOUD KIDS CITY USA, LLC**, a Florida limited liability company, whose Florida document number is L17000175909 (the "**Absorbed Entity**"), and **JDG-NOLTE ROAD, LLC**, a Florida limited liability company (the "**Surviving Company**"), whose address is 4337 Pablo Oaks Court, Suite 102, Jacksonville, FL 32224, and whose Florida document number is L18000210562.

2. The name of the Surviving Company, by execution hereof, shall be changed to **NOLTE ROAD VILLAGE LLC**, a Florida limited liability company (and whose name prior to such change was **JDG-NOLTE ROAD, LLC**, a Florida limited liability company).

### PLAN OF MERGER

Section One. Merger. **ST CLOUDS KIDS USA, LLC**, a Florida limited liability company, whose Florida document number is L17000175909 (the "**Absorbed Entity**"), shall merge with and into **JDG-NOLTE ROAD, LLC**, a Florida limited liability company (the "**Surviving Company**"), whose address is, 4337 Pablo Oaks Court, Suite 102, Jacksonville, FL 32224, and whose Florida document number is L18000210562.

Section Two. Terms and Conditions. On the effective date of the merger, the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal and mixed, of the Absorbed Entity, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Entity then owing as of such date with respect to the Absorbed Entity, and neither the rights of creditors nor any liens on the property of the Absorbed Entity shall be impaired by the merger.

Section Three. Conversion of Interests. The manner and basis of converting the ownership interests of the Absorbed Entity into interests in the Surviving Company is as follows:

Since the ownership interests in the Absorbed Entity and the Surviving Company are held by the same sole member, no additional membership units shall be issued and the membership interests after the merger shall be Joyce Development Group, LLC, a Florida limited liability company, One Hundred (100%) percent Membership Interest in **JDG-NOLTE ROAD, LLC**.

Section Four. Changes in Articles of Organization. The Articles of Organization of the Surviving Company shall continue to be its Articles of Organization following the effective date of the merger except that contemporaneously with the merger the name of the Surviving Company shall be changed to **NOLTE ROAD VILLAGE LLC**.

Jason M. Trager, Esq.  
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Ansbacher & Schneider, P.A.  
5150 Belcourt Road, Building 100  
Jacksonville, FL 32256  
(904) 296-0100  
180374

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Section Five. Changes in Operating Agreement. The Operating Agreement of the Surviving Company shall continue to be its Operating Agreement following the effective date of the merger.

Section Six. Manager. The Manager of the Surviving Company on the effective date of the merger shall continue as the Manager of the Surviving Company.

Section Seven. Approval by Members of the Surviving Company, and All of the Members of the Absorbed Entity. This Plan of Merger has been approved by the Members of the Surviving Company, the Absorbed Entity and by all of the Members of the Absorbed Entity.

Section Eight. Effective Date of Merger. The effective date of this merger shall be the date the Articles of Merger is filed with Florida Secretary of State.

Section Nine. Requirements. The Plan of Merger meets the requirements of Section 605.1022 of the Florida Statutes, and has been approved by each limited liability company that is a party to the merger in accordance with the applicable of the provisions of Section 605.1023 of the Florida Statutes.

Section Ten. Permitted. The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Operating Agreement or the Articles of Organization of any limited liability company that is a party to the merger.

Section Eleven. Appraisal Rights. The Surviving Company agrees to pay any members with appraisal rights the amount to which members are entitled under the provisions of Sections 605.1006 and 605.1061-605.1072 of the Florida Statutes.

The undersigned has caused these Articles of Merger of St. Cloud Kids City USA, LLC into JDG-Nolte Road, LLC this 1<sup>st</sup> day of June, 2020.

JDG-NOLTE ROAD, LLC  
a Florida limited liability company

By: \_\_\_\_\_

John M. Joyce, Manager

"Surviving Company"

ST CLOUD KIDS CITY USA, LLC,  
a Florida limited liability company

By: \_\_\_\_\_

John M. Joyce, Manager

"Absorbed Entity"

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