

L18000237009

Florida Department of State
Division of Corporations
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Email Address: rodney.sutton@cluv.net

MERGER OR SHARE EXCHANGE NNGS DEVELOPMENT NINE MILE, LLC

Certificate of Status	0
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January 10, 2020

FLORIDA DEPARTMENT OF STATE
Division of Corporations

NNGS DEVELOPMENT NINE MILE, LLC
120 E. MAIN STREET, SUITE A
PENSACOLA, FL 32502

SUBJECT: NNGS DEVELOPMENT NINE MILE, LLC
REF: L18000237009

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Both surviving entity and merging entity must file current year's Annual Report first.

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.

Yasemin Y Sulker
Regulatory Specialist III

FAX Aud. #: E20000009908
Letter Number: 820A00000737

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**ARTICLES OF MERGER
OF
NNGS DEVELOPMENT NINE MILE, LLC
AND
NNGS HOLDINGS NINE MILE, LLC**

The following articles of merger are submitted in accordance with the Florida Revised Limited Liability Company Act, pursuant to §605.1025, Florida Statutes.

ARTICLE I – SURVIVING LIMITED LIABILITY COMPANY

The name of the surviving limited liability company is NNGS DEVELOPMENT NINE MILE, LLC (Document # L18000237009), which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE II – MERGING LIMITED LIABILITY COMPANY

The name of the merging limited liability company is NNGS HOLDINGS NINE MILE, LLC (Document # L18000237045) which was formed under the laws of and is subject to the jurisdiction of Florida.

ARTICLE III – PLAN OF MERGER

The Plan of Merger is attached.

ARTICLE IV – EFFECTIVE DATE

The merger shall become effective October 31, 2019.

**ARTICLE V- ADOPTION OF MERGER BY
SURVIVING LIMITED LIABILITY COMPANY AND MERGING LIMITED
LIABILITY COMPANY**

The merger was approved by each domestic merging entity that is a limited liability company in accordance with §§ 605.1021-605.1026, Florida Statutes; and by each member of such limited liability company who as a result of the merger will have interest holder liability under § 605.1023(1)(b) Florida Statutes, on September 30 2019.

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OF THE SECRETARY OF STATE

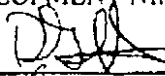
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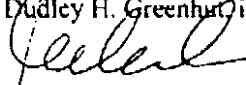
ARTICLE VI- APPRAISAL RIGHTS

Each entity agrees to pay any members with appraisal rights the amount, to which members are entitled under §§ 605.1006 and 605.1061-605.1072, Florida Statutes.

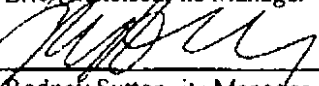
Executed this 30 day of September, 2019.

NNGS DEVELOPMENT NINE MILE, LLC

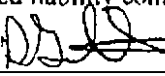
By: 
Dudley H. Greenhut, its manager

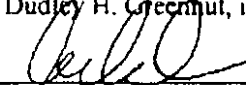
By: 
Neal B. Nash, its Manager


By: 
Eric Nickelsen, its Manager

By: 
Rodney Sutton, its Manager

NNGS HOLDINGS NINE MILE, LLC,
a Florida limited liability company

By: 
Dudley H. Greenhut, its manager

By: 
Neal B. Nash, its Manager

By: 
Eric Nickelsen, its Manager

By: 
Rodney Sutton, its Manager

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TALLAHASSEE, FLORIDA

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PLAN OF MERGER

This Plan of Merger (this "**Plan of Merger**") is between NNGS DEVELOPMENT NINE MILE, LLC, a Florida limited liability company ("**Development**") formed on October 15, 2018, and NNGS HOLDINGS NINE MILE, LLC, a Florida limited liability company ("**Holdings**") formed on October 15, 2018.

WITNESSETH:

WHEREAS, Development is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Florida with 1 member (the "**Development Member**") holding 100% of the membership interests (the "**Membership Interests**");

WHEREAS, Development has no options or warrants issued and outstanding;

WHEREAS, Holdings is a limited liability company duly organized, validly existing and in good standing under the laws of the State of Florida with ten (10) members (the "**Holdings Members**") holding 100% of the membership interests (the "**Membership Interests**");

WHEREAS, Holdings has no options or warrants issued and outstanding;

WHEREAS, the Holdings Members have determined that it is advisable and in the best interests of Holdings for Development to merge with and into Development upon the terms and conditions set forth herein;

WHEREAS, Development Members have determined that it is advisable and in the best interests of Development for Holdings to merge with and into Development upon the terms and conditions set forth herein;

WHEREAS, the Development Members and the Holdings Members have approved the merger, the Articles of Merger and this Plan of Merger; and

NOW, THEREFORE, for and in consideration of the mutual promises contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The following plan of merger is submitted in compliance with §617.1105, Florida Statutes.

2. The name of the surviving limited liability company is NNGS DEVELOPMENT NINE MILE, LLC (Document # L18000237009), which was formed under the laws of and is subject to the jurisdiction of Florida.

3. The name of the merging limited liability company is NNGS HOLDINGS NINE MILE, LLC (Document # L18000237045) which was formed under the laws of and is subject to the jurisdiction of Florida.

4. The merger shall be effective the earlier of October 31, 2019 or the date of filing the Articles of Merger with the Florida Secretary of State (the "Effective Time").

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5. At the Effective Time, NNGS HOLDINGS NINE MILE, LLC (Document # L18000237045) ("Holdings") shall be merged with and into NNGS DEVELOPMENT NINE MILE, LLC (Document # L18000237009) ("Development") with Development being the surviving limited liability company. The separate corporate existence of Holdings shall cease at the Effective Time and all assets, liabilities, rights, privileges and franchises of Holdings shall inure to Development. The Membership Interests of Holdings shall be exchanged on a one to one basis for membership interests in Development and the Operating Agreement of Development shall be amended and restated at the Effective Time.

Executed this 30 day of September, 2019.

NNGS DEVELOPMENT NINE MILE, LLC,
a Florida limited liability company

By: [Signature]
Dudley H. Greenhut, its Manager

By: [Signature]
Neal B. Nash, its Manager

By: [Signature]
Eric Nickelsen, its Manager

By: [Signature]
Rodney Sutton, its Manager

NNGS HOLDINGS NINE MILE, LLC,
a Florida limited liability company

By: [Signature]
Dudley H. Greenhut, its Manager

By: [Signature]
Neal B. Nash, its Manager

By: [Signature]
Eric Nickelsen, its Manager

By: [Signature]
Rodney Sutton, its Manager

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CLERK OF DISTRICT COURT
JAN 21 2020

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