

**L18000248980**

Florida Department of State  
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**MERGER OR SHARE EXCHANGE  
G4 LANDWERKS, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$100.00

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2023 JAN 31 AM 8:08  
DIVISION OF STATE  
CORPORATIONS  
TALLAHASSEE, FL

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## STATE OF FLORIDA

## ARTICLES OF MERGER

of

LASALLE REALTY, LLC, a Florida limited liability company,  
DIMMITT CAR LEASING, LLC, a Florida limited liability company and  
GULF HAMMOCK REALTY, LLC, a Florida limited liability company

into

G4 LANDWERKS, LLC, a Florida limited liability company

Pursuant to Sections 605.1021 and 605.1025 of the Florida Revised Limited Liability Company Act, the undersigned limited liability companies adopt the following Articles of Merger:

FIRST: The Plan of Merger (a copy of which is attached as Exhibit A) was approved and adopted by the managers and sole member of LaSalle Realty, LLC, a Florida limited liability company, Dimmitt Car Leasing, LLC, a Florida limited liability company and Gulf Hammock Realty, LLC, a Florida limited liability company (collectively the "Subsidiary Companies"), on January 30, 2023, in accordance with the applicable provisions of Chapter 605, Florida Statutes, and was approved and adopted by the managers and members of G4 Landwerks, LLC, a Florida limited liability company (the "Surviving Company"), on January 30, 2023, in accordance with the applicable provisions of Chapter 605, Florida Statutes.

SECOND: The effective date of these Articles of Merger shall be 12:01 a.m., February 1, 2023 ("Effective Date"). On the Effective Date, the following actions will occur:

a. The Subsidiary Companies shall merge with and into the Surviving Company. The separate existence of each Subsidiary Company shall cease, and the Surviving Company shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Subsidiary Companies, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Company, and shall be thereafter as effectively the property of the Surviving Company as they were of the Subsidiary Companies, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Subsidiary Companies shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Company; all rights of creditors and all liens upon the property of any of the Subsidiary Companies and the Surviving Company shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Subsidiary Companies shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as they had been incurred or contracted by it.

b. The currently issued and outstanding membership units of the Surviving Company shall remain as the issued and outstanding membership units of the Surviving Company after the Merger.

c. All of the membership interests in the Subsidiary Companies as of the effective date of the merger shall be canceled. No further membership interests in the Surviving Company will be issued due to the parent-subsidiary relationship of the Subsidiary Companies and the Surviving Company.

THIRD: The Articles of Organization of the Surviving Company, as in effect immediately prior to the Effective Date, shall thereafter continue in full force and effect as the Articles of Organization of the Surviving Company until altered or amended as provided therein or by law.

These Articles of Merger and the Plan of Merger were duly authorized in accordance with the provisions of Chapter 605, Florida Statutes.

[Signature page follows]

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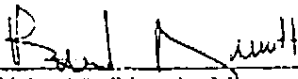
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CLERK OF DISTRICT COURT  
TALLAHASSEE, FL

IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

SURVIVING COMPANY:

G4 LANDWERKS, LLC,  
a Florida limited liability company

By:   
Richard R. Dimmitt, Manager

SUBSIDIARY COMPANIES:


LASALLE REALTY, LLC,  
a Florida limited liability company

By:   
Richard R. Dimmitt, Manager

DIMMITT CAR LEASING, LLC,  
a Florida limited liability company

By:   
Peter B. Dimmitt, Manager

GULF HAMMOCK REALTY, LLC,  
a Florida limited liability company

By:   
Peter B. Dimmitt, Manager

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**EXHIBIT "A"**

Plan of Merger

*(See Attached)*

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**CLERK OF STATE  
TALLAHASSEE, FL**

Exhibit "A"

## PLAN OF MERGER

THIS PLAN OF MERGER is made and entered into this 30<sup>th</sup> day of January, 2023, and shall be effective as of February 1, 2023, by and between the following named limited liability companies.

### I - SURVIVING LIMITED LIABILITY COMPANY

G4 Landwerks, LLC, a Florida limited liability company (the "Surviving Company").

Date of organization: October 24, 2018  
Document Number: L18000248980  
FEI Number: 83-2342065

### II - SUBSIDIARY COMPANIES

LaSalle Realty, LLC, a Florida limited liability company ("LaSalle")

Date of organization: August 9, 2002  
Document Number: L02000020315  
FEI Number: 52-2388207

Dimmitt Car Leasing, LLC, a Florida limited liability company ("DCL")

Date of organization: March 5, 2019  
Document Number: L19000055407  
FEI Number: 59-1038909

Gulf Hammock Realty, LLC, a Florida limited liability company ("Gulf Hammock")

Date of organization: March 17, 2016  
Document Number: L16000053726  
FEI Number: 81-1896892

LaSalle, DCL and Gulf Hammock are hereinafter referred to as the "Subsidiary Companies".

### W I T N E S S E T H:

WHEREAS, the Subsidiary Companies are wholly-owned by the Surviving Company, and duly organized and existing under the laws of the State of Florida. Their respective dates of organization are described above;

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IN AND FOR THE COUNTY OF DADE  
FLORIDA

WHEREAS, the Surviving Company is a limited liability company duly organized and existing under the laws of the State of Florida. Its date of organization is described above;

WHEREAS, each of the Subsidiary Companies desires to merge into the Surviving Company;

WHEREAS, the Surviving Company and the Subsidiary Companies have substantially identical business operations, and the separate existence of the Surviving Company and the Subsidiary Companies has substantially increased the overall administrative costs of the entities;

WHEREAS, that the managers of each of the Surviving Subsidiary Companies have determined that due to the commonality of business operations, the separate existence of the Subsidiary Companies is no longer a cost-effective means of operating the business of the entities;

WHEREAS, the managers and members of the Surviving Company deem it advisable that the Subsidiary Companies merge into the Surviving Company under the laws of the State of Florida, and that said Surviving Company shall not be a new limited liability company but shall be the Surviving Company, and its existence as a continuing limited liability company under the laws of the State of Florida shall not be affected in any manner by reason of the merger except as set forth herein (hereinafter called the "Merger");

WHEREAS, the Plan of Merger contained herein was approved by the Managers and Members of the Subsidiary Companies as prescribed by the laws of the State of Florida;

WHEREAS, the Plan of Merger contained herein was approved by the Managers and Members of the Surviving Company as prescribed by the laws of the State of Florida;

WHEREAS, the entire outstanding common units of each Subsidiary Company is owned by the Surviving Company.

NOW THEREFORE, in consideration of the premises and the covenants, agreements, provisions, promises and grants herein contained, the parties hereto agree, in accordance with the provisions of Chapter 605 of the Florida Statutes, as amended, that the Subsidiary Companies and the Surviving Company shall be, and they are hereby merged into a single limited liability company, the Surviving Company, one of the parties hereto, and that the terms and conditions of the Merger, the mode of carrying the same into effect, and the manner and basis of converting or otherwise dealing with the common units of the Subsidiary Companies and the Surviving Company shall be as hereinafter set forth.

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ARTICLE I  
EXISTENCE OF SURVIVING COMPANY

A. Upon the Merger becoming effective, the separate existence of each Subsidiary Company shall cease, and the Surviving Company shall continue and be governed by the laws of the State of Florida; all property, real, personal and mixed, of every kind, make and description, and all rights, privileges, powers and franchises, whether or not by their terms assignable, and all immunities, of a public and of a private nature, and all debts due the Subsidiary Companies, on whatever account and other choices in action belonging to them shall be taken and be deemed to be transferred to and vested in the Surviving Company, and shall be thereafter as effectively the property of the Surviving Company as they were of the Subsidiary Companies, and the title to any property, real, personal or mixed, wherever situated, and the ownership of any right or privilege vested in the Subsidiary Companies shall not revert or be lost or be adversely affected or be in any way impaired by reason of the Merger, but shall vest in the Surviving Company; all rights of creditors and all liens upon the property of any of the Subsidiary Companies and the Surviving Company shall be preserved unimpaired, limited to the property affected by such liens at the time of the Merger becoming effective; and all debts, contracts, liabilities, obligations and duties of the Subsidiary Companies shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as they had been incurred or contracted by it.

B. The identity, existence, purposes, powers, franchises, rights and immunities, whether public or private, of the Surviving Company shall continue unaffected and unimpaired by the Merger, except as modified in this Agreement.

ARTICLE II  
ARTICLES OF ORGANIZATION OF THE SURVIVING COMPANY

The name of the Surviving Company shall be G4 Landwerks, LLC. The Articles of Organization of the Surviving Company shall be and remain the Articles of Organization of the Surviving Company, until the same shall be altered, amended or repealed.

ARTICLE III  
OPERATING AGREEMENT OF THE SURVIVING COMPANY

The Operating Agreement of said Surviving Company in effect at the time the Merger becomes effective shall be and remain the Operating Agreement of the Surviving Company until the same shall be altered, amended or repealed.

ARTICLE IV  
MANAGERS OF SURVIVING COMPANY

The Managers of the Surviving Company shall be Richard R. Dimmitt, Richard R. Dimmitt, Jr. and Peter B. Dimmitt, and each shall hold such respective position until his successor(s) are elected and qualified:

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ARTICLE V  
MANNER OF CONVERTING UNITS

All of the membership interests in the Subsidiary Companies as of the effective date of the merger shall be canceled. No further membership interests in the Surviving Company will be issued due to the parent-subsidiary relationship of the Subsidiary Companies and the Surviving Company. The currently issued and outstanding membership units of the Surviving Company shall remain as the issued and outstanding membership units of the Surviving Company after the Merger.

ARTICLE VI  
APPROVAL OF MERGER BY MEMBERS AND MANAGERS OF  
SURVIVING COMPANY

The Articles of Merger and this Plan of Merger have been approved by the members and managers of the Surviving Company, as provided by Chapter 605 of the Florida Statutes, on January 30, 2023.

ARTICLE VII  
APPROVAL OF MERGER BY STOCKHOLDERS AND DIRECTORS OF  
MERGED COMPANY

The Articles of Merger and this Plan of Merger have been approved by the members and managers of each of the Subsidiary Companies, as provided by Chapter 605 of the Florida Statutes, on January 30, 2023.

ARTICLE VIII  
EFFECTIVE DATE OF MERGER

This Merger shall become effective as of February 1, 2023, for tax and accounting purposes and shall become effective for purposes of Chapter 605 of the Florida Statutes on the date this Agreement is filed with the Secretary of State of Florida.

[Signature page follows]

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SECRETARY OF STATE  
TALLAHASSEE, FL

IN WITNESS WHEREOF, the following parties have signed this Agreement the day and year first above written.

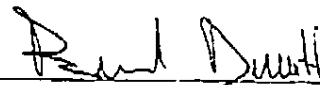
SURVIVING COMPANY:

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By:   
Richard R. Dimmitt, Manager

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By:   
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a Florida limited liability company

By:   
Peter B. Dimmitt, Manager

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