

6/25/2021

Division of Corporations

Florida Department of State
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MERGER OR SHARE EXCHANGE
NDT DEVELOPMENT LLC

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**ARTICLES OF MERGER
OF
PNR RE LLC
WITH AND INTO
NDT DEVELOPMENT LLC**

The following Articles of Merger are submitted as of June 25, 2021 to merge the following Florida Limited Liability Companies in accordance with Sections 605.1022 and 605.1025 of the Florida Statutes.

FIRST: THE MERGING PARTY

The exact name, jurisdiction, and entity type for the merging party (the "Merging Company") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
PNR RE LLC	Florida	Limited Liability Company

SECOND: THE SURVIVING PARTY

The exact name, jurisdiction, and entity type for the surviving party (the "Surviving Company") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NDT DEVELOPMENT LLC	Florida	Limited Liability Company

THIRD: The Merging Company is hereby merged with and into the Surviving Company and the separate existence of the Merging Company shall cease. The Surviving Company is the surviving entity in the merger. A copy of the Plan of Merger is attached hereto as Exhibit A and made a part hereof by reference as if fully set forth herein.

FOURTH: The attached Plan of Merger was approved by the Merging Company in accordance with the applicable provisions of Section 605 of the Florida Statutes.

FIFTH: The attached Plan of Merger was approved by the Surviving Company in accordance with applicable provisions of Section 605 of the Florida Statutes.

SIXTH: The Surviving Company agrees to pay any members with appraisal rights the amount, to which members are entitled under Section 605.1006 and 605.1061-605.1072 of the Florida Statutes.

SEVENTH: The merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State.

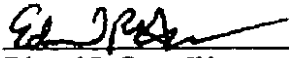
[Signatures on following page]

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IN WITNESS WHEREOF, the parties have executed and delivered these Articles of Merger as of the date first above written.

MERGING COMPANY:

PNR RE LLC,
a Florida limited liability company

By: 
Name: Edward P. Grace IV
Title: Authorized Signatory

SURVIVING COMPANY:

NDT DEVELOPMENT LLC,
a Florida limited liability company

By: 
Name: Edward P. Grace IV
Title: Authorized Signatory

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EXHIBIT A
PLAN OF MERGER

See attachment.

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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is executed, adopted and approved as of June 25, 2021 by and between PNR RE LLC, a Florida limited liability company (the "Merging Entity"), and NDT DEVELOPMENT LLC, a Florida limited liability company (the "Surviving Entity").

WHEREAS, all of the members of the Merging Entity and all of the members of the Surviving Entity have determined that it is advisable and in the best interests of each such entity and its respective members that the Merging Entity be merged with and into the Surviving Entity on the terms and subject to the conditions set forth herein (the "Merger").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

The Merger

At the Effective Time (as defined in Article VI hereof), the Merging Entity shall be merged with and into the Surviving Entity in accordance with the Florida Revised Limited Liability Company Act, as amended, and the separate existence of the Merging Entity shall cease and the Surviving Entity shall thereafter continue as the surviving entity under the laws of the State of Florida.

ARTICLE II

The Surviving Company

At the Effective Time, the Articles of Organization of the Surviving Entity, as in effect immediately prior to the Effective Time (the "Articles of Organization"), shall be the Articles of Organization of the Surviving Entity.

At the Effective Time, the Operating Agreement of the Surviving Entity (the "Operating Agreement"), as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Entity, until thereafter altered, amended or repealed in accordance with applicable laws, the Articles of Organization and the Operating Agreement.

ARTICLE III

Manner and Basis of Converting Membership Interests

At the Effective Time, (i) all of the outstanding membership interests of the Merging Entity shall be surrendered and canceled, and no additional membership interests of the Surviving Entity or other property will be issued in exchange therefor, and (ii) all of the outstanding membership interests of the Surviving Entity shall remain outstanding, and the current members of the Surviving Entity shall continue to own the same membership interests of the Surviving Entity as immediately prior to the Effective Time.

ARTICLE IV

Approval

The Merger contemplated by this Plan has previously been submitted to and unanimously approved by the respective members of the Merging Entity and the Surviving Entity.

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ARTICLE V
Effect of Merger

At the Effective Time, all property, rights, privileges, powers and franchises of the Merging Entity shall vest in the Surviving Entity, and all liabilities and obligations of the Merging Entity shall become liabilities and obligations of the Surviving Entity.

ARTICLE VI
Effective Time

As used in this Plan, the term "Effective Time" shall mean the date and time of filing of the Articles of Merger of the Merging Entity with and into the Surviving Entity with the Department of State of the State of Florida, with respect to the Merger.

[Signatures on following page]

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IN WITNESS WHEREOF, the undersigned have executed this Plan as of the date first above written.

MERGING ENTITY:

PNR RE LLC,
a Florida limited liability company

By: 
Name: Edward P. Grace IV
Title: Authorized Signatory

SURVIVING ENTITY:

NDT DEVELOPMENT LLC,
a Florida limited liability company

By: 
Name: Edward P. Grace IV
Title: Authorized Signatory