

# L19000110570

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(Business Entity Name)

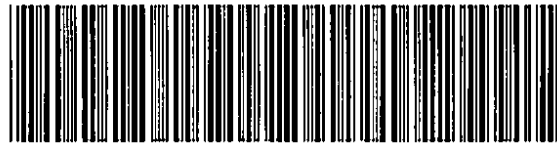
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DIVISION OF CORPORATION  
20 JUL -7 AM 11:19

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COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Admirals Row, LLC  
Name of Surviving Entity

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Ciera Wheeler

Contact Person

Moorhead Real Estate Law Group

Firm/Company

121 Palafax Place, Suite 200

Address

Pensacola, FL 32502

City/State and Zip Code

Wheeler@moorheadlaw.com

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

For further information concerning this matter, please call:

Ciera Wheeler

Name of Contact Person

At ( 850 ) 378-2444

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**Mailing Address:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**Street Address:**

Amendment Section  
Division of Corporations  
The Centre of Tallahassee  
2415 N. Monroe Street, Suite 810  
Tallahassee, FL 32303

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

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DIVISION OF CORPORATIONS

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DIVISION OF CORPORATIONS  
20 JUL -7 AM 11:12

**ARTICLES OF MERGER**  
of  
**PALAFox PIER II, INC.**, a Florida Corporation  
into  
**ADMIRALS ROW, LLC**, a Florida Limited Liability Company

ARTICLES OF MERGER in accordance with Sections 607.1105 and 605.1025, Florida Statutes.

1. The names and street addresses of the principal offices of the merging entities are as follows:

Palafox Pier II, Inc., a Florida corporation  
3250 W. Navy Blvd.  
Pensacola, FL 32505

- 201 - 33982

Admirals Row, LLC, a Florida limited liability company  
3250 W. Navy Blvd.  
Pensacola, FL 32505

- 219 - 110570

2. The name and street address of principal office of the surviving entity are as follows:

Admirals Row, LLC, a Florida limited liability company  
3250 W. Navy Blvd.  
Pensacola, FL 32505

3. The attached Plan of Merger meets the requirements of Sections 607.1108 and 605.1025, Florida Statutes, and was approved by each party to the merger in accordance with the provisions of Chapter 607 and Chapter 605, Florida Statutes.

4. The merger was duly and properly approved and adopted by all of the directors and shareholders of Palafox Pier II, Inc. in accordance with Section 607.1101(1)(b), Florida Statutes, and by all of the managers and members of Admirals Row, LLC, in accordance with Sections 605.1021 – 605.1026, Florida Statutes, and their applicable governing documents.

5. The merger was approved and adopted by each member of the limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b); nonetheless, there will be no members of the surviving entity that will have interest holder liability.

6. Pursuant to the Plan of Merger, the Articles of Organization (document no. L19000110570) and Operating Agreement of the surviving entity, Admirals Row, LLC shall continue in full force and effect with the same registered agent and same registered office.

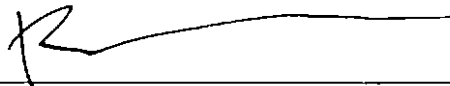
7. The surviving entity has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of Sections 605.1006 and 605.1061-605.1072, Florida Statutes; nonetheless, no shareholder of the disappearing entity and no member of the surviving entity have dissenter's rights or appraisal rights or any similar rights or claims.

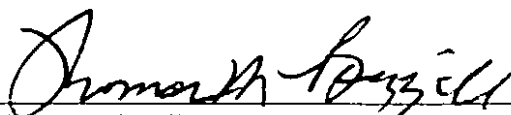
8. There are no rights to acquire shares of any of the capital stock or any other rights of ownership in either the surviving entity or the disappearing entity.

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

Dated: June 30, 2020.

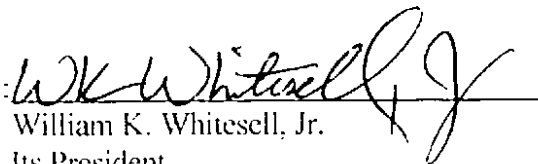
**Admirals Row, LLC**, a Florida limited liability company

By:   
Robert A. Fabbro

By:   
Thomas Bizzell

Its two managers

**Palafox Pier II, Inc.**, a Florida corporation

By:   
William K. Whitesell, Jr.  
Its President

## **PLAN OF MERGER**

(Palafox Pier II, Inc. into Admirals Row, LLC)

Merger between Admirals Row, LLC, a Florida limited liability company, ("Admirals Row"), and Palafox Pier II, Inc., a Florida corporation, ("Palafox Pier"), in accordance with Sections 607.1105 and 605.1025, Florida Statutes.

1. Merging Entities. The merging entities are Admirals Row and Palafox Pier.
2. Surviving Entity. The surviving entity will be Admirals Row.
3. Conversion of Assets. On the Effective Date, each share of Palafox Pier issued and outstanding at that time shall be converted into a membership interest in Admirals Row in accordance with this Plan such that the percentage of ownership of each member in Admirals Row after the merger shall be the same percentage of ownership as they previously held in Palafox Pier.
4. Management of Surviving Entity. Admirals Row, as the surviving entity, is to be managed by its two managers, whose names and business addresses are as follows:

Robert A. Fabbro  
3250 W. Navy Blvd.  
Pensacola, FL 32505

Thomas Bizzell  
3250 W. Navy Blvd.  
Pensacola, FL 32505

Being the two managers

5. Effect of Merger. On the Effective Date, the separate existence of Palafox Pier shall cease, and Admirals Row shall be fully vested in Palafox Pier's property, subject to its liabilities and obligations, all as more particularly set forth in Chapter 607 and Chapter 605, Florida Statutes.
6. Filing with the Florida Secretary of State and Effective Date. Palafox Pier and Admirals Row shall cause their respective President and two managers to execute Articles of Merger in the form attached to this Agreement and upon execution this Plan shall be deemed incorporated by reference into the Articles of Merger and shall become an exhibit to the Articles of Merger.

Thereafter, the Articles of Merger shall be delivered for filing by Admirals Row to the Florida Secretary of State. In accordance Section 607.1105, Florida Statutes, the Articles of Merger shall specify the "Effective Date," which shall be the filing date of the Articles.

Dated: June 30, 2020.

**Palafox Pier II, Inc.**, a Florida corporation

By: W K Whitesell Jr  
William K. Whitesell, Jr.  
Its President

**Admirals Row, LLC**, a Florida limited liability company

By: [Signature]  
Robert A. Fabbro

By: Thomas M. Bizzell  
Thomas Bizzell

Its two managers