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(Requestor's Name)

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(Address)

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(Address)

\_\_\_\_\_  
(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

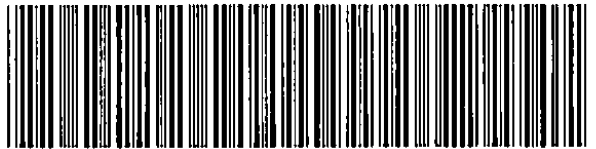
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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*Albritton*

JUL 01 2019  
ALBRITTON

**SUBMIT**  
original  
as file date.

CORPORATION SERVICE COMPANY  
1201 Hays Street  
Tallahassee, FL 32301  
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE : 822367 7359092

AUTHORIZATION : *Lydia Cohen*  
COST LIMIT : \$ 60.00

ORDER DATE : June 26, 2019  
P  
ORDER TIME : 10:30 AM  
ORDER NO. : 822367-005  
CUSTOMER NO: 7359092

ARTICLES OF MERGER

TRANSAM FAMILY INVESTMENTS,  
LTD.

INTO

TRANSAM FAMILY INVESTMENTS,  
LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_\_ CERTIFIED COPY  
XX \_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Lydia Cohen

EXAMINER'S INITIALS:

*LC*



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 27, 2019

CORPORATION SERVICE COMPANY  
% LYDIA COHEN  
1201 HAYS STREET  
TALLAHASSEE, FL 32301

**RESUBMIT**  
Please give original  
submission date as file date.

SUBJECT: TRANSAM FAMILY INVESTMENTS LLC  
Ref. Number: L19000148711

This will acknowledge receipt of your correspondence which is being returned for the following reason(s):

Effective January 1, 2014, all limited liability company forms must be submitted in accordance with the Revised Limited Liability Company Act, Chapter 605, Florida Statutes. The proper form is enclosed for your convenience.

Limited Liability Company mergers are filed pursuant to section 605.1025, Florida Statutes.

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.

Irene Albritton  
Regulatory Specialist II

Letter Number: 519A00013028

RECEIVED  
DIVISION OF STATE  
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2019 JUN 26 11:09 AM

**ARTICLES OF MERGER  
OF  
TRANSAM FAMILY INVESTMENTS LTD.  
INTO  
TRANSAM FAMILY INVESTMENTS LLC**

The following Articles of Merger is submitted to merge the following British Virgin Islands corporation which has elected to be taxed as a disregarded entity with and into the following Florida Limited Liability Company in accordance with s.605.10 25 Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
TransAm Family Investments LLC	Florida	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
TransAm Family Investments Ltd.	British Virgin Islands	Corporation (pursuant to British Virgin Islands law)

**THIRD:** The Plan of Merger is attached hereto as "Exhibit A."

**FOURTH:** The merger shall be effective upon filing with the Division of Corporations of the Secretary of State of the State of Florida.

**FIFTH:** The Plan of Merger was adopted by the sole member of the surviving party on June 26, 2019.

**SIXTH:** The Plan of Merger was adopted by the sole shareholder of the merging party on June 26, 2019.

**SEVENTH:** Signature(s) of Each Party:

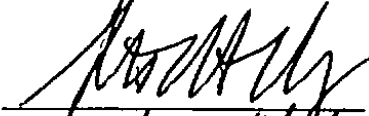
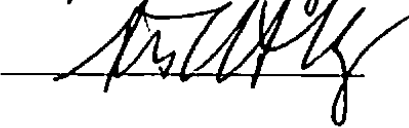
<b>Name</b>	<b>Signature(s)</b>	<b>Type or Printed Name of Individual</b>
TransAm Family Investments LLC		Steven H. Hagen
TransAm Family Investments Ltd.		Steven H. Hagen

Exhibit A  
Plan of Merger

# **AGREEMENT AND PLAN OF MERGER**

## **BETWEEN**

**TRANSAM FAMILY INVESTMENTS LTD., a British Virgin Islands corporation which has elected to be taxed as a disregarded entity**

## **AND**

**TRANSAM FAMILY INVESTMENTS LLC, a Florida Limited Liability Company**

### **A. ENTITIES PARTICIPATING IN MERGER**

TRANSAM FAMILY INVESTMENTS LTD., a British Virgin Islands corporation which as elected to be taxed as a disregarded entity (the "Disappearing Entity", "TransAm BVI") shall merge with and into TRANSAM FAMILY INVESTMENTS LLC, a Florida Limited Liability Company (the "Surviving Entity", "TransAm LLC").

### **B. NAME OF SURVIVING ENTITY**

After the Merger, the Surviving Entity shall continue to have the name "TRANSAM FAMILY INVESTMENTS LLC."

The Surviving Entity shall continue to be incorporated under and governed by the laws of the State of Florida.

The principal business office of the Surviving Entity shall continue to be:

201 S. Biscayne Blvd.  
Suite 800  
Miami, Florida 33131

### **C. MERGER**

Pursuant to the terms and conditions of this Agreement and Plan of Merger ("Agreement"), the Disappearing Entity will merge into the Surviving Entity ("Merger"). Upon the Merger becoming effective, the legal existence of the Surviving Entity will continue, the Surviving Entity shall succeed to all rights, assets, liabilities and obligations of the Disappearing Entity, and the separate legal existence of the Disappearing Entity shall cease. The time when the Merger becomes effective is hereinafter referred to as the "Effective Date."

#### D. CONVERSION OF OUTSTANDING INTEREST

The manner and basis of converting the interest of the Disappearing Entity into interest obligations, and other securities of the Surviving Entity or, in whole or in part, into cash or other property, and the manner and basis of converting rights to acquire interest of each corporation into rights to acquire interest, obligations, and other securities of the Surviving Entity or, in whole or in part, into cash or other property are as follows:

On the Effective Date, by virtue of the Merger, all of the estate, property, assets, securities, obligations, liabilities, rights, privileges, powers and franchises of the Disappearing Entity shall be vested in and held by the Surviving Entity as fully and entirely and without change or diminution as the same were before held and enjoyed by the Disappearing Entity.

#### E. ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT

The Articles of Organization and the Operating Agreement of the Surviving Entity following the Effective Date shall be the same as immediately prior to the Effective Date unless and until they shall be amended or repealed in accordance with the provisions thereof, which power to amend or repeal is hereby expressly reserved. Such Articles of Organization and Operating Agreement shall constitute the Articles of Organization and Operating Agreement of the Surviving Entity separate and apart from this Agreement and Plan of Merger and may be separately certificated as the Articles of Organization and Operating Agreement of the Surviving Entity.

#### F. TAX FREE REORGANIZATION

For Federal income tax purposes it is intended by the Disappearing Corporation and the Surviving Corporation that the Merger qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, and that this Agreement constitute a plan of reorganization.

#### G. GOVERNING LAW

This Agreement and Plan of Merger shall be governed by the laws of the State of Florida.

#### H. FURTHER DOCUMENTATION

The Disappearing Entity and the Surviving Entity agree to execute any and all additional documentation necessary and/or appropriate to effectuate the Merger.

#### I. COUNTERPARTS

This Agreement and Plan of Merger may be executed simultaneously in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.



IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by the parties by their duly authorized officers effective as of the 26 day of June, 2019.

Surviving Entity:

TRANSAM FAMILY INVESTMENTS LLC

By: 

Name: Steven H. Hagen

Title: Authorized Signatory

Disappearing Entity:

TRANSAM FAMILY INVESTMENTS LTD.

By: 

Name: Steven H. Hagen

Title: Authorized Signatory