

L19000255423

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

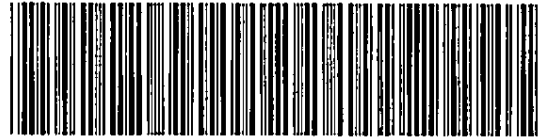
L18000234665

L19000255423

Q. SILAS

1/25/22

Office Use Only



100374923361

10/25/21--01047--021 **70.00

FILED
2022 JAN 25 PM 4:14
RECEIVED



RECEIVED

FLORIDA DEPARTMENT OF STATE 2022 JAN 25 PM 1:45
Division of Corporations

SECRETARY OF STATE
TALLAHASSEE, FL

December 21, 2021

THOMAS L CHASON
8310 NW 33RD TERR
MIAMI, FL 33122

SUBJECT: T&M INVESTMENTS INTERNATIONAL LLC
Ref. Number: L19000255423

We have received your document and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

The document is illegible and not acceptable for imaging.

Please complete the enclosed form.

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.

Querida R Silas
Regulatory Specialist II

Letter Number: 121A00030849

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: TAM Investments International LLC.
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Thomas L Chason.
Contact Person

TAM Investments International LLC.
Firm/Company

8310 NW 33rd Terr; Miami FL 33122.
Address

Miami, 33122.
City, State and Zip Code

Thomaschason@gmail.com.
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Thomas Chason. at (305) 975.2680
Name of Contact Person Area Code Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

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

Articles of Merger
For
Florida Limited Liability Company

FILED

2022 JAN 25 PM 4:14

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
T&M Magnetics LLC	Florida	LLC

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
T&M Investment International LLC	FLORIDA	LLC

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity; (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
TEAM Investments International LLC	T. Chason	Thomas L. Chason
TEAM Magnetix LLC	T. Chason	Thomas L. Chason
_____	_____	_____
_____	_____	_____

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person

<u>Fees:</u>	For each Limited Liability Company:	\$25.00	For each Corporation:	\$35.00
	For each Limited Partnership:	\$52.50	For each General Partnership:	\$25.00
	For each Other Business Entity:	\$25.00	<u>Certified Copy (optional):</u>	\$30.00

Merger Agreement

THIS MERGER AGREEMENT ("Agreement") is made on May 01, 2020, by and between T&M Magnetics LLC, (The **Dissolving Entity**), and T&M Investments International LLC, (the "Surviving Entity ").

On completion of the merger, T&M Magnetics LLC will be dissolved leaving T&M Investments International LLC as the surviving business which will be known as T&M Investments International LLC after the merger is complete. The surviving business will be registered in the state of Florida.

RECITALS

T&M Magnetics Dissolving Entity

T&M Magnetics is a Limited Liability Company duly organized, validly existing, and in good standing under the laws of Florida.

T&M Investments International Surviving Entity

T&M Investments International is a Limited Liability Company duly organized, validly existing, and in good standing under the laws of Florida.

T&M Investments International LLC Final Entity

T&M Investments International LLC is to be the surviving business entity, as that term is defined in the state statute, to the merger described in this agreement.

MERGER

Surviving Business Entity

Subject to the terms and conditions of this Agreement, on the Effective Date mentioned above, T&M Magnetics shall be merged with and into surviving entity under the laws of the state of Florida. As a result of the Merger, the separate corporate existence of T&M Magnetics shall cease, and the entity shall continue as the surviving business entity T&M Investments International LLC

Certificate of Merger

T&M Investments International shall file a certificate of merger with the Secretary of State, as required by the laws of the state of Florida. The certificate shall be signed and acknowledged by the required number of partners or members of all constituent entities. Certified copies of the certificate of merger shall be filed in the office of the recorder in all counties in which T&M Magnetics holds real property.

Effective Date of Merger

The merger shall be effective on the date of filing of the certificate of merger.

TERMS AND CONDITIONS

Assumption of Debt and Related Obligations

Effective upon filing of the certificate of merger, the "Surviving Entity" assumes all of Borrower's obligations to SBA. the "Surviving Entity" agrees to pay SBA the unpaid principal balance, all interest accrued on the Note, the fees specified in the loan Servicing Agreement number 9366727908, and all other amounts required by the SBA Loan Documents. The "Surviving Entity" also agrees to perform all The Dissolving Entity's obligations contained in the SBA Loan Documents as if the "Surviving Entity" was the original borrower.

Further Assignments or Assurances

If at any time T&M Investments International considers or is advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in T&M Investments International the title to any property or rights of disappearing entity, or otherwise carry out the provisions of this Agreement, the entities agree that the managers of T&M Magnetics, as of the effective date of the merger, will execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts that the surviving entity reasonably determines to be proper to vest, perfect, and confirm title to such property or rights in T&M Investments International, and otherwise carry out the provisions of this Agreement.

MANAGEMENT OF SURVIVING ENTITY

Management and Control

The partners or managers of surviving entity have the sole and exclusive control of the business, subject to any limitations in the articles and operating agreement of the surviving entity.

Directors and Officers

The initial Board of Directors of the Surviving Entity will consist of 1 Directors. Disappearing entity shall be entitled to nominate 1 members of the Board of Directors of the surviving entity.

INTERPRETATION AND ENFORCEMENT

Counterpart Executions

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

Partial Invalidity

If any term of this agreement is held by a court of competent jurisdiction to be void and unenforceable, the remainder of the contract terms shall remain in full force and effect.

Applicable Law

The validity, interpretation, and performance of this agreement shall be controlled by and construed under the laws of the State of Florida.

Approvals

The office bearers and members of each constituent entity to this Merger Agreement have approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger

Declarations

This entity exists before the merger and is a domestic filing entity.

This entity exists before the merger and is authorized to transact business in Florida.

This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.

The plan of merger was approved by the shareholders and each separate voting group as required.

This Merger Agreement shall be signed by THOMAS CHASON, AMBR, on behalf of T&M Magnetics LLC and by THOMAS CHASON, AMBR on behalf of T&M Investments International LLC.

T&M Magnetics LLC:

By: Thomas Chason
By THOMAS CHASON, AMBR

Date: 05/01/2020

T&M Investments International LLC:

By: Thomas Chason
By THOMAS CHASON, AMBR

Date: 05/01/2020