

L19000271951

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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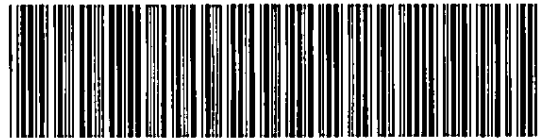
(Business Entity Name)

(Document Number)

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PH Ventures II, 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:

Amy Zeleznik

Contact Person

Cavitch, Familo & Durkin, Co., LPA

Firm/Company

1300 East Ninth Street, 20th Floor

Address

Cleveland, Ohio 44114

City/State and Zip Code

azeleznik@cavitch.com

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

For further information concerning this matter, please call:

Amy Zeleznik

Name of Contact Person

At (216) 621-7860

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.

ARTICLES OF MERGER

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The following articles of merger are submitted in accordance with the Florida Business Corporation Act, STATE
pursuant to section 607.1105, Florida Statutes. FL

FIRST: The name and jurisdiction of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
PH Ventures II, LLC	FL	LLC	L19000271951

SECOND: The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
PH Ventures, LLC	OH	LLC	N/A

THIRD: The merger was 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.

FOURTH: Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not 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.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.

FIFTH: Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

SIXTH: Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

SEVENTH: Please check box below if applicable to domestic or foreign non corporation(s).

- ☒ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

EIGHTH: 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.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:

PH Ventures II, LLC

PH Ventures, LLC

Signature(s):

Typed or Printed
Name of Individual:

James B. Auer, Authorized Agent for Manager John L. Masterson

James B. Auer, Authorized Agent for Manager John L. Masterson

Corporations:

General partnerships:

Florida Limited Partnerships:

Non-Florida Limited Partnerships:

Limited Liability Companies:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

Signature of a general partner or authorized person

Signatures of all general partners

Signature of a general partner

Signature of an authorized person

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AGREEMENT AND PLAN OF MERGER

of

P.H. VENTURES, LLC

An Ohio Limited Liability Company (Merging Limited Liability Company)

With and Into

PH VENTURES II, LLC

A Florida Limited Liability Company (Surviving Limited Liability Company)

This Agreement and Plan of Merger ("Plan") is entered into this 27th day of December 2022, by and between P.H. VENTURES, LLC, an Ohio limited liability company, Ohio Entity Number 4010967 ("Ohio LLC"), and P.H. VENTURES II, LLC, a Florida limited liability company, Florida Document Number L19000271951 ("Florida LLC"), pursuant to which the Ohio LLC will merge into the Florida LLC (the "Merger"). The entities shall be individually a "Party" and collectively the "Parties".

WHEREAS, the parties desire to merge the Ohio LLC with and into the Florida LLC in accordance with this Plan.

NOW, THEREFORE, in consideration of the mutual agreements, covenants, representations and warranties herein contained and for the purpose of prescribing the terms and conditions of the Merger, it is agreed as follows:

1. Merger. As of the Effective Date (as defined hereafter), the Ohio LLC shall be merged with and into the Florida LLC, with the Florida LLC being the surviving company. As of and after the Effective Date, the separate existence of the Ohio LLC shall cease, and the title and interest to all tangible and intangible properties owned/leased by the Ohio LLC, and all rights, privileges and interests of the Ohio LLC, shall be vested in the Florida LLC without reversion or impairment. As of the Effective Date, all outstanding membership interests of the Ohio LLC shall be cancelled and retired, and no cash or other property shall be issued in exchange therefor. This Merger shall in all respects have the effect provided in Section 607.1101 of the Florida Statutes, and Section 1705.39 of the Ohio Revised Code.

1.1 Membership Interests. Upon the effectiveness of the Merger, the Florida LLC will own a hundred percent (100%) of all issued and outstanding membership interests of the Ohio LLC.

1.2 Governing Documents. Upon the effectiveness of the Merger, the Articles of Organization and Operating Agreement, if any (collectively "Governing Documents") of the Florida LLC immediately prior to the Effective Date shall remain the Governing Documents of the Florida LLC.

1.3 Manager. Upon the effectiveness of the Merger, John L. Mastrantoni and Mary Ann Mastrantoni shall be the managers of the Florida LLC.

2. Effective Date. The Merger shall become effective as of December 31, 2022 (the "Effective Date"). The Parties shall each cause (i) the Certificate of Merger, attached hereto as Exhibit A, to be filed with the Ohio Secretary of State; and (ii) the Articles of Merger, attached hereto as Exhibit B, to be filed with the Florida Secretary of State (collectively, "Merger Certificates") as soon as practical.

3. Indemnification. The Ohio LLC shall indemnify and hold harmless the Florida LLC, and their respective members, managers, directors, officers, employees, agents, affiliates, successors and assigns from and against any loss, liability, claim judgment, settlement, damage, fine, penalty, expense (including reasonable attorneys' fees) arising from or in connection with any liabilities and obligations of the Ohio LLC for the period prior to the Effective Date, except for liabilities and obligations listed on Exhibit C attached hereto.

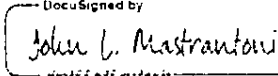
4. Further Actions. Each party to this Plan shall take all such actions as may be necessary or appropriate in order to effectuate the Merger, including executing and filing the Merger Certificates with appropriate governmental authorities. If at any time the Florida LLC shall consider or be advised that any further assignments or assurances in law or any other actions are necessary, appropriate or desirable to vest in the Florida LLC, according to the terms of this Plan, the title to any property or rights of the Ohio LLC, Ohio LLC shall and will execute and make all such proper assignments and assurances and take all action necessary and proper to vest title in such property or rights in the Florida LLC, and otherwise to carry out the purposes of this Plan.

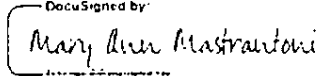
5. Governing Law and Jurisdiction. This Plan shall be governed by the laws of the State of Florida. All disputes relating to the Plan shall be litigated exclusively in a court located in Collier County, Florida.

[Signature page follows]

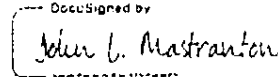
IN WITNESS WHEREOF, the undersigned have executed this Agreement and Plan of Merger on the date first written above.

P.H. VENTURES, L.L.C.
an Ohio limited liability company

By: 
John L. Mastrantoni, Manager

By: 
Mary Ann Mastrantoni, Manager

PH VENTURES II, LLC
a Florida limited liability company

By: 
John L. Mastrantoni, Manager

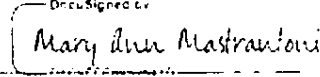
By: 
Mary Ann Mastrantoni, Manager

EXHIBIT A

Ohio Certificate of Merger – see attached

EXHIBIT B

Florida Articles of Merger - see attached

EXHIBIT C

Liabilities and Obligations