

L19000304451

(Requestor's Name)

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(Business Entity Name)

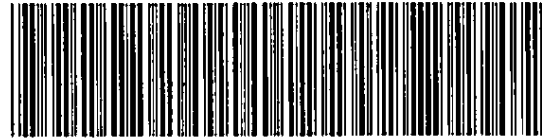
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C. GOLDEN

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2020-03-09 11:55

02

JOHN FITZGERALD CORREA, P.L.L.C.

JOHN FITZGERALD CORREA
ATTORNEY AT LAW
MASTERS IN TAXATION

J. GERARD CORREA
ATTORNEY AT LAW
BOARD CERTIFIED TAXATION

275 - 96TH AVE. N., UNIT 6
ST. PETERSBURG, FLORIDA 33702-2526
(727) 577-9876

CYPRESSVIEW PROFESSIONAL CENTER
2424 ENTERPRISE RD., SUITE F
CLEARWATER, FLORIDA 33763-1100
(727) 797-3058

jcorrealaw@tampabay.rr.com

REPLY TO
ST. PETERSBURG



FAX (727) 576-8513

March 2, 2020

Division of Corporations
P.O. BOX 6327
Tallahassee, Florida 32314

SUBJECT: JOHN FITZGERALD CORREA, PLLC
Ref. Number: L19000304451
Letter Number: 720A00004082

Dear Claretha Golden, Division of Corporations:

My apologies for lack of annual reports on the filing of the merger of JOHN FITZGERALD CORREA, PLLC and J. Gerard Correa, P.A.

I have filed both annual reports as of today, March 3, 2020, and have included the original document that was returned to our office, as well as a copy of the letter. I am also including the information from sunbiz.org that shows the filing of these annual reports.

Sincerely,

John Fitzgerald Correa, PLLC

John Fitzgerald Correa

JFC
Enclosure

JOHN FITZGERALD CORREA, PLLC .

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

SUBJECT: J. GERARD CORREA, P.A. merging into JOHN FITZGERALD
CORREA, PLLC

The enclosed Articles of Merger and Fee(s) are submitted for
filing. Please forward one certified copy along with all
correspondence concerning this matter to:

John Fitzgerald Correa
275 96th Avenue North, Unit 6
Saint Petersburg, FL 33702

Thank you for your attention with this filing.

Respectfully submitted,

John Fitzgerald Correa, Manager
JOHN FITZGERALD CORREA, PLLC

email address: john.fitzgerald.correa@gmail.com



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 24, 2020

JOHN FITZGERALD CORREA
275 96TH AVENUE NORTH
UNIT 6
SAINT PETERSBURG, FL 33702

SUBJECT: JOHN FITZGERALD CORREA, PLLC
Ref. Number: L19000304451

We have received your document and check(s) totaling \$90.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

As a condition of a merger, pursuant to s.607.1622(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Claretha Golden
Regulatory Specialist II

Letter Number: 720A00004082

RL 3:14

2020 FEB 25 PM 3:14

ARTICLES OF MERGER OF

2020-05-11 11:55

J. GERARD CORREA, P.A.

WITH AND INTO

JOHN FITZGERALD CORREA, PLLC

Pursuant to the provisions of Sections 605.1021 through 605.1026, Florida Statutes, the undersigned professional limited liability company ("PLLC") and professional association ("PA") adopt the following Articles of Merger for the purpose of merging them into one of such corporations as under 605.1025:

The Agreement and Plan of Merger attached hereto as Exhibit "A" and incorporated by reference herein (the "Agreement") was duly approved by all the members of JOHN FITZGERALD CORREA, PLLC and by all the members of J. GERARD CORREA, P.A., collectively referred to as "Parties".

II

J. GERARD CORREA, PA of St. Petersburg, Florida, shall merge with and into JOHN FITZGERALD CORREA, PLLC of St. Petersburg, Florida, with JOHN FITZGERALD CORREA, PLLC being the Surviving Limited Liability Company ("PLLC"). JOHN FITZGERALD CORREA, PLLC shall continue to be governed by the laws of the State of Florida.

III

No changes to the Articles of Organization of the Surviving PLLC will be effected by the merger.

IV

JOHN FITZGERALD CORREA, PLLC 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 ss. 605.1006 and 605.1061-605.1072.

V

The laws of the State of Florida under which JOHN FITZGERALD CORREA, PLLC, the Surviving PLLC following the merger, was organized and will continue to exist, and under which J. GERARD CORREA, P.A. was organized and will not continue to exist, permit this merger.

VI

The effective time and date of this merger shall be the close of business on December 31, 2019, with J. GERARD CORREA, P.A. being merged into JOHN FITZGERALD CORREA, PLLC.

VII

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

Name	Jurisdiction	Form/Entity Type
J. GERARD CORREA, P.A.	Florida	Professional Association

VII

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

Name	Jurisdiction	Form/Entity Type
JOHN FITZGERALD CORREA, PLLC	Florida	Professional Limited Liability Company

IX

The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

X

The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed or organized.

XI


If other than the date of filing, the 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:

December 31, 2019

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.

XII

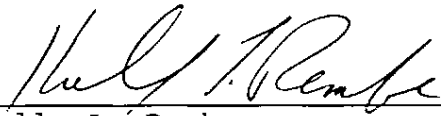
Signature(s) for Each Party:
JOHN FITZGERALD CORREA, PLLC

By: 
John Fitzgerald Correa,
Manager
JOHN FITZGERALD CORREA, PLLC

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

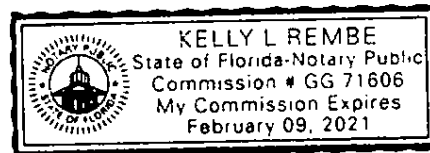
The foregoing instrument was acknowledged before me by means of
☒ physical presence or ☐ online notarization, this 16th day of
January, 2020 by John Fitzgerald Correa, as Manager of JOHN
FITZGERALD CORREA, PLLC.


Kelly L. Rembe

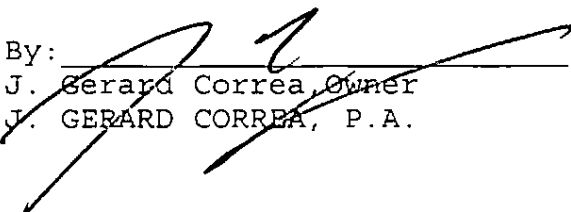
(Notarial Seal)

Notary Public, State of Florida
My commission expires:

STATE OF FLORIDA
COUNTY OF PINELLAS



J. GERARD CORREA, P.A.:

By: 
J. Gerard Correa, Owner
J. GERARD CORREA, P.A.

(Corporate Seal)

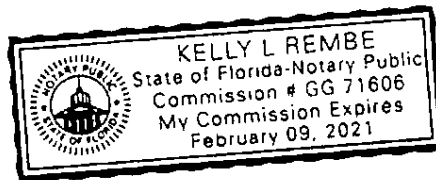
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by means of
☒ physical presence or ☐ online notarization, this 16th day of
January, 2020, by J. Gerard Correa as Owner of J. GERARD CORREA,
P.A..


Kelly L. Rembe

(Notarial Seal)

Notary Public, State of Florida
My commission expires:



AGREEMENT AND PLAN OF MERGER OF

J. GERARD CORREA, P.A.

INTO AND WITH

JOHN FITZGERALD CORREA, PLLC

This Agreement and Plan of Merger (the "Agreement") is made and entered into this 31st day of December, 2019, pursuant to Section 605.1025,

W I T N E S S E T H:

WHEREAS, all the members as well as managers of each of the Parties deems it advisable and for the benefit of each of the Parties and their respective members that J. GERARD CORREA, P.A. of St. Petersburg, Florida, merge into and with JOHN FITZGERALD CORREA, PLLC of St. Petersburg, Florida.

WHEREAS, the members of J. GERARD CORREA, P.A. and JOHN FITZGERALD CORREA, PLLC have approved this Agreement by a majority-in-interest of the members and by a record, by each member of a merging limited liability company which will have interest holder liability for debts, obligations, and other liabilities that arise after the merger becomes effective, according to Section 605.1023(1), Florida Statutes;

NOW, THEREFORE, for and in consideration of the premises and of the mutual agreements, promises and covenants hereinafter contained, it is hereby agreed by and among the parties hereto, and subject to the conditions hereinafter set forth, that J. GERARD CORREA, P.A. of St. Petersburg, Florida be merged into and with JOHN FITZGERALD CORREA, PLLC (hereinafter also sometimes referred to as the "Surviving PLLC"), the name of the Surviving PLLC to be continued under the name "JOHN FITZGERALD CORREA, PLLC", and thereafter the individual existence of J. GERARD CORREA, P.A. shall cease. The terms and conditions of the merger hereby agreed upon and the mode of carrying the same into effect are and shall be as follows:

FIRST:

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

Name	Jurisdiction	Form/Entity Type
J. GERARD CORREA, P.A.	Florida	Professional Association

SECOND:

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

Name	Jurisdiction	Form/Entity Type
JOHN FITZGERALD CORREA, PLLC	Florida	Professional L i m i t e d L i a b i l i t y Company

THIRD:

The terms and conditions of the merger are as follows:

All units belonging to the members of J. GERARD CORREA, P.A. shall be exchanged for the same number of units to JOHN FITZGERALD CORREA, PLLC of St. Petersburg, Florida.

FOURTH:

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

J. GERARD CORREA, P.A. Members will Submit these shares to JOHN FITZGERALD CORREA, PLLC

J. Gerard Correa	100 Shares
------------------	------------

JOHN FITZGERALD CORREA, PLLC will then issue shares to these parties

John Fitzgerald Correa	100 Shares
------------------------	------------

FIFTH:

If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Member	Address
John Fitzgerald Correa	3717 8 th Street North St. Petersburg FL, 33704

SIXTH:

The merger herein contemplated shall be effective at the close of business on December 31, 2019, thus merging J. GERARD CORREA, P.A. into the Surviving Corporation with the Florida Department of State (the "Effective Date").

SEVENTH:

If at any time the Surviving Limited Liability Company shall consider or be advised that any further assignments, assurances in law or any action is necessary, appropriate, or desirable to vest in said corporation, according to the terms hereof, the title to any property or rights of J. GERARD CORREA, P.A., the last acting officers of J. GERARD CORREA, P.A., or the corresponding officers of the Surviving Limited Liability Company, shall and will execute and make all such proper assignments and assurances and take all action necessary or proper to vest title in such property or rights in the Surviving Limited Liability Company, and otherwise to carry out the purposes of this Agreement.

Eighth:

The directors, officers, and managers of the Surviving Limited Liability Company shall continue in office until they resign or until their successor are elected and qualified.

Ninth:

From and after the Effective Date, the Surviving Limited Liability Company shall continue to be governed under the laws of the State of Florida.

Tenth:

From and after the Effective Date, the Operating Agreement of J. GERARD CORREA, P.A. shall be deemed repealed and the Surviving Limited Liability Company shall continue to be governed by its existing Articles of Organization.

Eleventh:

From and after the Effective Date, the Operating Agreement of J. GERARD CORREA, P.A. shall be deemed repealed and the By-laws of the Surviving Limited Liability Company shall continue to be governed by its existing Operating Agreement.

Twelfth:

With respect to all leases and other agreements, instrument or obligations under which J. GERARD CORREA, P.A. of St. Petersburg, Florida is obligated to obtain a consent prior to the merger herein contemplated in order to comply with the conditions thereof, or to vest its interest therein in the Surviving Limited Liability Company, J. GERARD CORREA, P.A. of St. Petersburg, Florida shall exercise all reasonable efforts to obtain such consent prior to the Effective Date of this merger.

Thirteenth:

This Agreement may be terminated and abandoned by mutual consent of the members of JOHN FITZGERALD CORREA, PLLC at any time prior to the Effective Date of the merger contemplated herein.

IN WITNESS WHEREOF, J. GERARD CORREA, P.A., a Florida Limited Liability Company, and JOHN FITZGERALD CORREA, PLLC, a Florida Limited Liability Company, have each caused this Agreement and Plan of Merger to be executed on their respective behalfs and their respective corporate seals to be affixed and the foregoing attested, all by their respective duly authorized officers, as of the date herein above first written.

JOHN FITZGERALD CORREA, PLLC

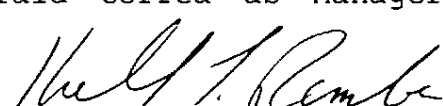
By: 

John Fitzgerald Correa, Manager
JOHN FITZGERALD CORREA, PLLC

(Corporate Seal)

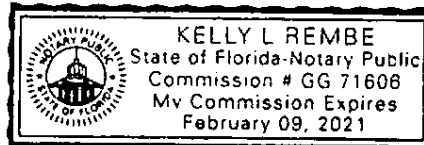
STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 16th day of January, 2020, by John Fitzgerald Correa as Manager of JOHN FITZGERALD CORREA, PLLC.


Kelly L. Rembe

(Notarial Seal)

Notary Public, State of Florida
My commission expires:



J. GERARD CORREA, P.A.:


By:

J. Gerard Correa, Owner
Owner, J. GERARD CORREA, P.A.

(Corporate Seal)

STATE OF FLORIDA
COUNTY OF PINELLAS

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization, this 16th day of January, 2020, by J. Gerard Correa as Owner of J. GERARD CORREA, P.A.


Kelly L. Rembe

(Notarial Seal)

Notary Public, State of Florida
My commission expires:

