

L190000306632

Charles Gardner

(Requestor's Name)

1300 Thomaswood Drive

(Address)

(Address)

Tallahassee, FL 32308

(City/State/Zip/Phone #)

☐ PICK-UP

☒ WAIT

☐ MAIL

Moore Family 1031-UT, LLC

(Business Entity Name)

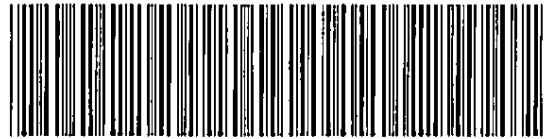
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EFFECTIVE DATE

Jan 1, 2020

CC

Merger

DEC 30 2019

ALBRITTON

2019 DEC 30 PM 2:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2019 DEC 30 PM 2:43

FILED

CERTIFICATE AND ARTICLES OF MERGER

EFFECTIVE DATE
Jan. 1, 2020

for

WEC 97K-39 INVESTMENT GROUP,
a Delaware Business Trust

and

MOORE FAMILY 1031 – UT, LLC,
a Florida limited liability company

FILED
2019 DEC 30 PM 2:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following *Certificate and Articles of Merger* is submitted to merge

WEC 97K-39 Investment Group, a Delaware Business Trust, and

Moore Family 1031 – UT, LLC, a Florida limited liability company.

1. **WEC 97K-39 Investment Group** is a Delaware Business Trust organized under the laws of the State of Delaware.

2. The *Certificate of Trust of WEC 97K-39 Investment Group* for **WEC 97K-39 Investment Group** is dated November 4, 1997, and was filed with the State of Delaware Secretary of State Division of Corporations on November 10, 1997.

3. Devoe L. Moore is the Managing Trustee of **WEC 97K-39 Investment Group**.

4. **Moore Family 1031 – UT, LLC** is a limited liability company organized under the laws of the State of Florida. The *Articles of Organization* for **Moore Family 1031 – UT, LLC** were filed with the Florida Department of State on December 28, 2019, and the Document Number assigned by the Florida Department of State to it was L 19000306632.

5. **Moore Family 1031 – UT, LLC** is a manager-managed limited liability company. Devoe L. Moore is the Manager of **Moore Family 1031 – UT, LLC**.

6. The sole beneficiary of **WEC 97K-39 Investment Group** is one and the same entity as the sole member of **Moore Family 1031 – UT, LLC**.

7. The surviving party is a limited liability company organized under the laws of the State of Florida. The exact name, the date the *Articles of Organization* for the surviving party were filed with the Florida Department of State, and the Document Number assigned by the Florida Department of State to the surviving party are as follows:

<u>Name:</u>	<u>Date Filed</u>	<u>Document Number</u>
Moore Family 1031 – UT, LLC	December 23, 2019	<u>L 19000306632</u>

8. The attached *Plan of Merger* was unanimously approved by the sole beneficiary and Trustee of **WEC 97K-39 Investment Group** (and therefore the entity itself) in accordance with the laws of the State of Delaware and the *Certificate of Trust* of **WEC 97K-39 Investment Group** for **WEC 97K-39 Investment Group**.

9. The attached *Plan of Merger* was unanimously approved by the sole Member and Manager of **Moore Family 1031 – UT, LLC** (and therefore the entity itself) in accordance with the laws of the State of Florida and, specifically, the applicable provisions of Chapter 605, *Florida Statutes*.

10. Copies of this Certificate and Articles of Merger and the attached *Plan of Merger* are on file at the principal place of business of **Moore Family 1031 – UT, LLC**.

11. By its signature below, **Moore Family 1031 – UT, LLC** agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for the enforcement of any obligation of **WEC 97K-39 Investment Group**, and hereby irrevocably appoints the Secretary of State of the State of Delaware as its agent to accept service of process in any such action, suit or proceeding and hereby specifies

that the address to which a copy of such process shall be mailed to it by the Secretary of State of the State of Delaware at 6800 Mahan Drive, Tallahassee, Florida 32308.

12. The Effective Date of the merger evidenced by this *Certificate and Articles of Merger* shall be 12:01 a.m. on January 1, 2020.

Dated: December 30, 2019

WEC 97K-39 Investment Group

By: 

Devoe L. Moore

Its: Managing Trustee

Moore Family 1031 – UT, LLC

By: 

Devoe L. Moore

Its: Manager

Plan of Merger

for

WEC 97K-39 INVESTMENT GROUP,
a Delaware Business Trust

and

MOORE FAMILY 1031 – UT, LLC,
a Florida limited liability company

The following *Plan of Merger* has been unanimously approved by the sole Beneficiary and the Managing Trustee of **WEC 97K-39 INVESTMENT GROUP**, a Delaware Business Trust, and by the sole Member and Manager of **Moore Family 1031 – UT, LLC**, a Florida limited liability company, and is submitted to merge **WEC 97K-39 INVESTMENT GROUP**, a Delaware Business Trust, and **Moore Family 1031 – UT, LLC**, a Florida limited liability company, in accordance with the laws of the State of Delaware and the *Certificate of Trust of WEC 97K-39 INVESTMENT GROUP* for **WEC 97K-39 INVESTMENT GROUP** and Chapter 605, *Florida Statutes*.

Section I

1. **WEC 97K-39 INVESTMENT GROUP** is a Delaware Business Trust organized under the laws of the State of Delaware. The *Certificate of Trust of WEC 97K-39 INVESTMENT GROUP* for **WEC 97K-39 INVESTMENT GROUP** is dated November 4, 1997, and was filed with the State of Delaware Secretary of State Division of Corporations on November 10, 1997.

2. **Moore Family 1031 – UT, LLC** is a limited liability company organized under the laws of the State of Florida. The *Articles of Organization* for **Moore Family 1031 – UT, LLC** were filed with the Florida Department of State on December 23, 2019.

and the Document Number assigned by the Florida Department of State to it was

L19000306632

Section II

The surviving party is a limited liability company organized under the laws of the State of Florida. The exact name, the date the *Articles of Organization* for the surviving party were filed with the Florida Department of State, and the Document Number assigned by the Florida Department of State to the surviving party are as follows:

<u>Name:</u>	<u>Date Filed</u>	<u>Document Number</u>
Moore Family 1031 – UT, LLC	December 23, 2019	<u>L19000306632</u>

Section III

The terms and conditions of the merger (the "Merger") of **WEC 97K-39 INVESTMENT GROUP** with and into **Moore Family 1031 – UT, LLC** are as follows:

- a. All of the assets of **WEC 97K-39 INVESTMENT GROUP** shall be the assets of **Moore Family 1031 – UT, LLC** at 12:01 a.m. on January 1, 2020 (the "Effective Date"), and specifically the title to all real and personal property owned by **WEC 97K-39 INVESTMENT GROUP** shall be vested in **Moore Family 1031 – UT, LLC** without reversion or impairment or the requirement of any deed on the Effective Date of the Merger;
- b. All of the liabilities of **WEC 97K-39 INVESTMENT GROUP** shall be the liabilities of **Moore Family 1031 – UT, LLC** on the Effective Date of the Merger; and
- c. The sole Beneficiary of **WEC 97K-39 INVESTMENT GROUP** immediately before the Effective Date and time of the Merger shall remain and be the sole Member of **Moore Family 1031 – UT, LLC** upon the Effective Date and time of the Merger.

Section IV

Because the sole Beneficiary of **WEC 97K-39 INVESTMENT GROUP** is the sole Member of **Moore Family 1031 – UT, LLC**, there will be no conversion of interests, shares, membership interests, obligations or other securities with respect to each merged party into the interests, shares, membership interests, obligations or other securities of the survivor, in whole or in part, into cash or other property.

Section V

There are no rights to acquire the interests, shares, obligations or other securities with respect to each merged party and, therefore, no rights to acquire the interests, shares, obligations or other securities of the surviving party. The notifications related to the Merger which is the subject of this *Plan of Merger* that are, or may be, required to be given to the Beneficiary of **WEC 97K-39 INVESTMENT GROUP** in accordance with the laws of the State of Delaware and the *Certificate of Trust of WEC 97K-39 INVESTMENT GROUP* for **WEC 97K-39 INVESTMENT GROUP**, and to Member of **Moore Family 1031 – UT, LLC** pursuant to its *Articles of Organization and Operating Agreement* and Chapter 605, *Florida Statutes*, are hereby waived.

Section VI

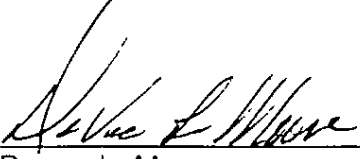
The surviving party to the merger (i.e., **Moore Family 1031 – UT, LLC**) is a manager-managed limited liability company and the name and address of the Manager are as follows:

Devoe L. Moore
6800 Mahan Drive
Tallahassee, Florida 32308

Dated: December 30, 2019

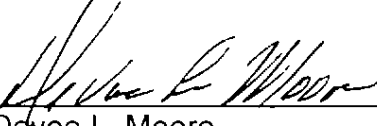
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WEC 97K-39 INVESTMENT GROUP

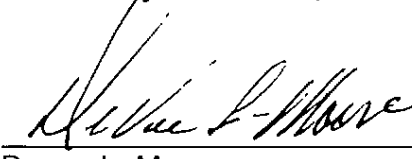
By: 
Devoe L. Moore
Its: Managing Trustee

Sole Beneficiary of
WEC 97K-39 INVESTMENT GROUP

Moore Family 1031, LLC,
a Florida limited liability company

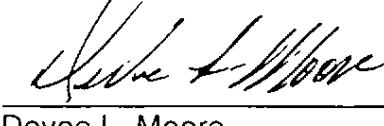
By: 
Devoe L. Moore
Its: Manager

Moore Family 1031 – UT, LLC

By: 
Devoe L. Moore
Its: Manager

Sole Member of
Moore Family 1031 – UT, LLC

Moore Family 1031, LLC,
a Florida limited liability company

By: 
Devoe L. Moore
Its: Manager