

L20000009415

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

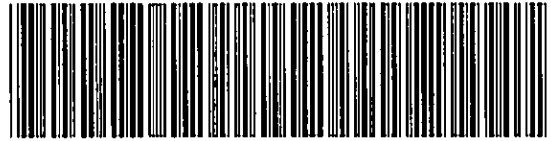
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FILED  
CLERK OF STATE  
JUN 12 2020  
PM 3:15

Merger

JUN 12 2020  
D CUSHING



1395 Panther Lane  
Suite 300  
Naples, Florida 34109  
239.262.5959  
Fax 239.434.4999  
www.quarles.com

Attorneys at Law in  
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Tucson  
Washington, D.C.

Writer's Direct Dial: 239 434 4929  
E-Mail: courtney.pugh@quarles.com

April 13, 2020

**VIA CERTIFIED MAIL  
RETURN RECEIPT REQUESTED**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

RE: *Articles of Merger*  
*Merging Entity: Rowlett Commercial Real Estate Services, LLC (Illinois)*  
*Surviving Entity: Rowlett Commercial Res LLC (Florida)*

Dear Sir or Madam:

Enclosed for filing are the following documents related to the merger of Rowlett Commercial Real Estate Services, LLC, an Illinois limited liability company, with and into Rowlett Commercial Res LLC, a Florida limited liability company:

1. Articles of Merger for Rowlett Commercial Real Estate Services, LLC with and into Rowlett Commercial Res LLC (the "Articles");
2. Agreement and Plan of Merger of Rowlett Commercial Real Estate Services, LLC with and into Rowlett Commercial Res LLC; and
3. A check in the amount of Seventy Dollars (\$70.00), representing payment of the filing fee.

Thank you for your assistance in this matter. Should you require any additional documentation or have any questions, please do not hesitate to contact me at the telephone number set forth above.

Sincerely,

QUARLES & BRADY LLP

Courtney C. Pugh

Enclosures as stated



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Suite 300  
Naples, Florida 34109  
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Scottsdale  
Tampa  
Tucson  
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Writer's Direct Dial: 239.434.4929  
E-Mail: courtney.pugh@quarles.com

May 28, 2020

**VIA CERTIFIED MAIL**  
**RETURN RECEIPT REQUESTED**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

*RE: Articles of Merger*  
*Merging Entity: Rowlett Commercial Real Estate Services, LLC (Illinois)*  
*Surviving Entity: Rowlett Commercial Res LLC (Florida)*

Dear Sir or Madam:

Enclosed is a copy of the May 1, 2020 correspondence from the Florida Department of State related to the merger of Rowlett Commercial Real Estate Services, LLC, an Illinois limited liability company, with and into Rowlett Commercial Res LLC, a Florida limited liability company.

As requested by said correspondence, also enclosed is the updated Articles of Merger for Rowlett Commercial Real Estate Services, LLC with and into Rowlett Commercial Res LLC (the "Articles"), along with a copy of the Agreement and Plan of Merger of Rowlett Commercial Real Estate Services, LLC with and into Rowlett Commercial Res LLC. Please process this merger as of the date your office received the initial Articles of Merger on April 16, 2020.

Thank you for your assistance in this matter. Should you require any additional documentation or have any questions, please do not hesitate to contact me at the telephone number set forth above.

Sincerely,

QUARLES & BRADY LLP

  
Courtney C. Pugh

Enclosures as stated

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Rowlett Commercial Res 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:

Courtney C. Pugh

Contact Person

Quarles & Brady LLP

Firm/Company

1395 Panther Lane, Suite 300

Address

Naples, Florida 34109

City, State and Zip Code

courtney.pugh@quarles.com

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

For further information concerning this matter, please call:

Courtney C. Pugh

Name of Contact Person

at ( 239 )

Area Code

434-4929

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

2020 JUN 1 12:15

May 1, 2020

COURTNEY C. PUGH  
QUARLES & BRADY LLP  
1395 PANTHER LANE, SUITE 300  
NAPLES, FL 34109

SUBJECT: ROWLETT COMMERCIAL RES LLC  
Ref. Number: L20000009415

We have received your document for ROWLETT COMMERCIAL RES LLC and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please complete the attached form or change your form to meet the proper requirements.

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.

Diane Cushing  
Senior Section Administrator

Letter Number: 520A00009063

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20 JUL 65 10 00 PM  
IN ACCORDANCE

20 JUL 65 10 00 PM  
IN ACCORDANCE

**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.

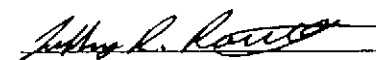
**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed  
Name of Individual:

Rowlett Commercial Real Estate Services, LLC



Jeffrey R. Rowlett, Manager

Rowlett Commercial Res LLC



Jeffrey R. Rowlett, Manager

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

<b><u>Fees:</u></b>	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	<b><u>Certified Copy (optional):</u></b>	\$30.00

**AGREEMENT AND PLAN OF MERGER**  
**OF**  
**ROWLETT COMMERCIAL REAL ESTATE SERVICES, LLC**  
*(an Illinois limited liability company)*  
**WITH AND INTO**  
**ROWLETT COMMERCIAL RES LLC**  
*(a Florida limited liability company)*

This Agreement and Plan of Merger ("**Plan of Merger**") is made and entered into as of this 2<sup>nd</sup> day of April, 2020, pursuant to the relevant provisions of the Florida Revised Limited Liability Company Act and the Illinois Limited Liability Company Act, by and between Rowlett Commercial Real Estate Services, LLC, an Illinois limited liability company, whose address is 1336 Karen Drive, West Dundee, Illinois 60118 (the "**Merging Entity**") and Rowlett Commercial Res LLC, a Florida limited liability company, whose address is 2543 SW 28th Place, Cape Coral, Florida 33914 (the "**Surviving Entity**"), both of said entities being hereinafter sometimes referred to collectively as the "**Constituent Entities**."

**RECITALS**

WHEREAS, the members and managers of the Surviving Entity and the Merging Entity have waived notice of special meetings of their respective entities as permitted by Florida and Illinois law in order to review this Plan of Merger and consider whether it is in the best interest of the respective entities; and

WHEREAS, the members and managers of the Surviving Entity and the Merging Entity deem it advisable and generally to the advantage and welfare of each of the Constituent Entities to merge the Merging Company with and into the Surviving Company on the terms and conditions set forth in this Plan of Merger and in accordance with the applicable provisions of the laws of the States of Florida and Illinois (the "**Merger**"); and

WHEREAS, it is intended that the Plan of Merger shall constitute a plan of reorganization and that the Merger will qualify as a reorganization under the Internal Revenue Code of 1986, as amended; and

NOW, THEREFORE, in consideration of the foregoing and of the mutual covenants, conditions and agreements set forth herein, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree that Rowlett Commercial Real Estate Services, LLC, an Illinois limited liability company, shall be merged with and into Rowlett Commercial Res LLC, a Florida limited liability company, and the terms and conditions of the Merger, the mode of carrying the same into effect and such other matters as are required or permitted to be set forth in the case of a merger pursuant to the laws of the States of Florida and Illinois are as follows:

**ARTICLE I**  
**PARTIES**

The name, type of entity, and jurisdiction of formation of each business entity that is a party to the merger is as follows:



<u><i>Name</i></u>	<u><i>Form/Entity Type</i></u>	<u><i>Jurisdiction</i></u>
Rowlett Commercial Real Estate Services, LLC	Limited Liability Company (IL File No. 02436183)	Illinois
Rowlett Commercial Res LLC	Limited Liability Company (FL Document No. L20000009415)	Florida

## ARTICLE II SURVIVING ENTITY

The name of the surviving entity is Rowlett Commercial Res LLC, which is governed by the laws of the State of Florida.

## ARTICLE III MERGER; EFFECTIVE TIME

At the Effective Time of the Merger (as hereinafter defined), the Merging Entity shall be merged with and into the Surviving Entity, in accordance with the applicable provisions of the laws of the States of Florida and Illinois. The Effective Time of the Merger shall be upon the later to occur of the filing of the applicable merger documents with the Florida Department of State, Division of Corporations, and the Illinois Secretary of State, Department of Business Services.

## ARTICLE IV CONVERSION AND EXCHANGE OF INTERESTS AND SHARES

The manner of converting the interests of each of the Constituent Entities shall be as follows:

1. Merging Entity Membership Interests. At the Effective Time of the Merger, the issued and outstanding membership interests of Merging Entity shall be canceled without consideration.
2. Surviving Entity Membership Interests. At the Effective Time of the Merger, the issued and outstanding membership interests of the Surviving Entity shall remain the issued and outstanding membership interests of the Surviving Entity.

## ARTICLE V ARTICLES OF INCORPORATION; BYLAWS; DIRECTORS AND OFFICERS

1. The Articles of Organization of the Surviving Entity, as in effect immediately prior to the Effective Time of the Merger, shall remain the Articles of Organization of the Surviving Entity until amended in accordance with law.
2. The Operating Agreement of the Surviving Entity, as in effect immediately prior to the Effective Time of the Merger, shall remain the Operating Agreement of the Surviving Entity until amended in accordance with law.

3. The duly qualified and acting manager of the Surviving Entity immediately prior to the Effective Time of the Merger shall remain the manager of the Surviving Entity, to hold such office until his successor is duly elected or appointed as provided in the Operating Agreement of the Surviving Entity.

#### **ARTICLE VI PRINCIPAL PLACE OF BUSINESS**

The street address of the principal place of business of the Surviving Entity is 2543 SW 28th Place, Cape Coral, Florida 33914.

#### **ARTICLE VII EFFECT OF MERGER**

The effect of the Merger shall be as provided in Section 605.1026 of the Florida Revised Limited Liability Company Act and Section 37-30 of the Illinois Limited Liability Company Act.

#### **ARTICLE VIII MISCELLANEOUS**

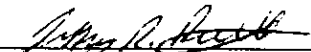
1. The Surviving Entity shall pay all expenses of carrying this Plan of Merger into effect and accomplishing the Merger.


2. If at any time, the Surviving Entity shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest or to perfect or to confirm of record in the Surviving Entity the title to any property or rights of the Merging Entity, or otherwise to carry out the provisions hereof, the appropriate manager of the Merging Entity as of the Effective Time of the Merger shall execute and deliver any and all deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in the Surviving Entity, and otherwise to carry out the provisions of this Plan of Merger.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been signed on behalf of both of the Constituent Entities by a duly authorized individual all as of the date first above written.

**Rowlett Commercial Real Estate Services, LLC**  
an Illinois limited liability company

**Rowlett Commercial Res LLC**  
a Florida limited liability company

By:   
Name: Jeffrey R. Rowlett  
Title: Manager

By:   
Name: Jeffrey R. Rowlett  
Title: Manager