

L200000043218

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

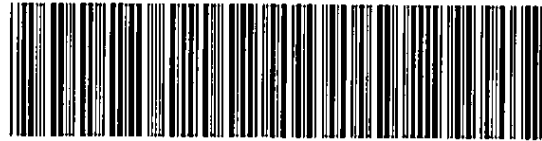
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2020 JUN 16 PM 4:42
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JUL 23 2020
I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **RECAP ESTATES 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:

Michael Banner

Contact Person

Smallbiz.com, Inc.

Firm/Company

PO Box 13092

Address

Tucson, AZ 85732

City, State and Zip Code

mbanner@smallbiz.com

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

For further information concerning this matter, please call:

Michael Banner

at (**520**) **284-7944**

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00 **10015** **\$35**

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



RESUBMITTAL

FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 26, 2020

MICHAEL BANNER
SMALLBIZ.CO, INC.
P.O. BOX 13092
TUCSON, AZ 85732

SUBJECT: RECAP ESTATES LLC
Ref. Number: L20000043218

2020 JUN 26 PM 4:17

We have received your document for RECAP ESTATES LLC and your check(s) totaling \$235.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please correct the names of the companies in the attached printouts and file the 2020 annual reports for the companies filed in 2019.

As a condition of a merger, pursuant to s.605.0212(8) and/or 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.

Irene Albritton
Regulatory Specialist II

Letter Number: 320A00012688

June 3, 2020

Florida Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Attached is a Certificate of Merger. After the attached document has been filed, please process this order for an apostille.

International Apostille for ITALY is required for RECAP ESTATES LLC for both a Certified Copy of the Certificate of Merger and a Certificate of Status. Enclosed is a check for \$235 for the Merger filing, Certified copy of the Certificate of Merger and a Certificate Status, and a \$20 check for apostilles for both documents.

Please return documentation ~~in the enclosed pre-stamped mailer~~ *TO OUR ADDRESS*.

If you have any questions, please call me at (520) 881-3989.

Sincerely,



Michael Banner
Filer

**Articles of Merger
For
Florida Limited Liability Company**

FILED
2020 JUN 14 PM 4:42
TALLAHASSEE

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

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

| Name | Jurisdiction | Form/Entity Type |
|---------------------------------------|--------------|---------------------------|
| RECAP ESTATES LLC | Florida | Limited Liability Company |
| DE.DI. COSTRUZIONI L.L.C. | Florida | Limited Liability Company |
| IT PROJECT ENGINEERING L.L.C. | Florida | Limited Liability Company |
| P&C MANAGEMENT US L.L.C. | Florida | Limited Liability Company |
| UTILITY INTERNATIONAL BUSINESS L.L.C. | Florida | Limited Liability Company |
| S.I.CO. USA L.L.C. | Florida | Limited Liability Company |
| A & K INTERNATIONAL L.L.C. | Florida | Limited Liability Company |
| RESIDENCE PUNTA PARADISO L.L.C. | Florida | Limited Liability Company |

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

| Name | Jurisdiction | Form/Entity Type |
|-------------------|--------------|---------------------------|
| RECAP ESTATES LLC | Florida | Limited Liability Company |

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: The surviving entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.

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: The effective date of the merger corresponds to the date this document is filed by the Florida Department of State.

SEVENTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Name of Individual: |
|--|----------------------------------|---|
| <u>Recap Estates LLC</u> | <u>AC</u> | <u>Adrian Conete (MGR)</u> |
| <u>De.Di. Costruzioni L.L.C.</u> | <u>AC</u> | <u>Adrian Conete (MGR)</u> |
| <u>IT Project Engineering L.L.C.</u> | <u>AC</u> | <u>Adrian Conete (MGR)</u> |
| <u>P&C Management US L.L.C.</u> | <u>AC</u> | <u>Adrian Conete (MGR)</u> |
| <u>Utility International Business L.L.C.</u> | <u>AC</u> | <u>Adrian Conete (MGR)</u> |
| <u>S.I.CO. USA L.L.C.</u> | <u>Pezzella Marco</u> | <u>Marco Pezzella (AMBR)</u> |
| <u>A&K International L.L.C.</u> | <u>Pezzella Marco</u> | <u>Marco Pezzella (MGR)</u> |
| <u>Residence Punta Paradiso L.L.C.</u> | <u>Cipolletta Maria Vittoria</u> | <u>Cipolletta Maria Vittoria (AMBR)</u> |

Merger Addendum for RECAP ESTATES LLC (Florida Limited Liability Company)

As per attached Articles of Merger in relation to the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes: The Managers / Authorised Members of each respective Company agree about the following scheme of evaluation of the company assets, value and compensation as per ss.605.1006 and 605.1061-605.1072, F.S.:

| Merged entity | Evaluation EUR | Evaluation USD | Compensation |
|------------------------------------|----------------|----------------|--------------|
| Recap Estates LLC | €1,000.00 | \$930.00 | \$31,666.62 |
| De.Di. Costruzioni LLC | €119,000.00 | \$110,670.00 | -\$78,073.38 |
| IT Project Engineering LLC | €118,000.00 | \$109,740.00 | -\$77,143.38 |
| P&C Management US LLC | €10,000.00 | \$9,300.00 | \$23,296.62 |
| Utility International Business LLC | €1.00 | \$0.93 | \$32,595.69 |
| S.I.CO. USA L.L.C. | €10,000.00 | \$9,300.00 | \$23,296.62 |
| A&K International LLC | €2,000.00 | \$1,860.00 | \$30,736.62 |
| Residence Punta Paradiso LLC | €20,400.00 | \$18,972.00 | \$13,624.62 |
| Agreed USD / EUR exchange rate | 0.93 | | |
| Total merged company assets | | \$260,772.93 | |

The above data arises from appraisals and evaluations mutually adopted by the parties and may be compensated by USD currency payments or through the assignment of different membership privileges in the Surviving Entity RECAP ESTATES LLC as it will be reported in the Operating Agreement of the Company.

| Name of Entity/Organization: | Signature(s): | Name of Individual: |
|---------------------------------------|----------------------------------|----------------------------------|
| Recap Estates LLC | <i>Act</i> | Adrian Conete (MGR) |
| DE.DI. COSTRUZIONI L.L.C. | <i>Act</i> | Adrian Conete (MGR) |
| IT Project Engineering L.L.C. | <i>Act</i> | Adrian Conete (MGR) |
| P&C Management US L.L.C. | <i>Act</i> | Adrian Conete (MGR) |
| Utility International Business L.L.C. | <i>Act</i> | Adrian Conete (MGR) |
| S.I.CO. USA L.L.C. | <i>Pezzella Marco</i> | Marco Pezzella (AMBR) |
| A&K International L.L.C. | <i>Pezzella Marco</i> | Marco Pezzella (MGR) |
| Residence Punta Paradiso L.L.C. | <i>Cipolletta Maria Vittoria</i> | Cipolletta Maria Vittoria (AMBR) |