

L200000090793

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900342584689

RECEIVED
STATE OF
LAHASSSEE
108007

2020 APR -1 AM 8:06

FILED

2020 APR -1 12:31

APR 17 2020



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 04/16/2020

Name: Marcel Ogbonna-Amu

Reference #: 1205085

Entity Name: LENOBEL COMPANY, LLLC

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other PLEASE RETAIN ORIGINAL FILING DATE

ANY ISSUES, CALL
MARCEL:

(518) 213 - 0826

Thank you!

Authorized Amount: \$50.00

Signature: Marcel Ogbonna-Amu



115 N CALHOUN ST., STE. 4
TALLAHASSEE, FL 32301
P: 866.625.0838
F: 866.625.0839
COGENCYGLOBAL.COM

Account#: 120000000088

Date: 04/16/2020

Name: Marcel Ogbonna-Amu

Reference #: 1205085

Entity Name: LENOBEL COMPANY, LLLC

☐ Articles of Incorporation/Authorization to Transact Business

☐ Amendment

☐ Change of Agent

☐ Reinstatement

☐ Conversion

☒ Merger

☐ Dissolution/Withdrawal

☐ Fictitious Name

☒ Other PLEASE RETAIN ORIGINAL FILING DATE

ANY ISSUES, CALL
MARCEL:

(518) 213 - 0826

Thank you!

Authorized Amount: \$50.00

Signature: Marcel Ogbonna-Amu



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 2, 2020

COGENCY GLOBAL
WALK IN
TALLAHASSEE, FL

SUBJECT: LENOBEL COMPANY, LLC
Ref. Number: L20000090793

We have received your document for LENOBEL COMPANY, LLC and the authorization to debit your account in the amount of \$25.00. However, the document has not been filed and is being returned for the following:

The document is referencing the wrong Fla. Statute. Please see the enclosed information. Also, due to a recent statute change, the plan of merger is no longer needed when filing articles of merger. Lastly, the fee to file articles of merger is 25.00 per entity and as such an additional fee of 25.00 would need to be authorized.

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.

Rebekah White
Regulatory Specialist II Supervisor

Letter Number: 320A00007179

ARTICLES OF MERGER

Of

LENOBEL COMPANY, L.P.,
a New York limited partnership

With and Into

LENOBEL COMPANY, LLC
a Florida limited liability company

2020 APR - 1 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

These Articles of Merger are being submitted in accordance with Section 605.1025 of the Florida Statutes for the purposes of merging Lenobel Company, L.P., a New York limited partnership (the "**Merging Entity**") with and into Lenobel Company, LLC, a Florida limited liability company (the "**Surviving Entity**").

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the **Merging Entity** are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Lenobel Company, L.P. 2900 North West 165 th Street Citra, Florida 32113	New York	Limited Partnership

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **Surviving Entity** are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Lenobel Company, LLC 2900 North West 165 th Street Citra, Florida 32113	Florida	Limited Liability Company

THIRD: The attached Plan of Merger meets the requirements of Section 605.1025, Florida Statutes and the requirements of Section 121-1106 of the New York Partnership Law, and was approved by each partner of the Merging Entity and each member of the Merged Entity.

FOURTH: Lenobel Company, LLC, a Florida limited liability company, the Surviving Entity, approved such Plan of Merger in accordance with Section 605.1021 and 605.1026, Florida Statutes, and by each member of the Surviving Entity, who as a result of the merger will have interest holder liability under Section 605.1023(1)(b) and whose approval is required.

FIFTH: Lenobel Company, L.P., a New York limited partnership, the Merged Entity, approved the Plan of Merger in accordance with the laws of the State of New York.

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions, is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any limited partnership or the operating agreement or articles of organization of any limited liability company that is a party to the merger.

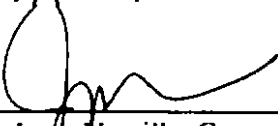
SEVENTH: The Surviving Entity has agreed to pay any member of any liability liability company with appraisal rights the amount to which such members are entitled under any provision of Section 605.1006 and 605.1061-605.1072, Florida Statutes.

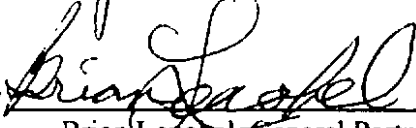
EIGHTH: The merger shall become effective as of the date of the filing of these Articles of Merger.

NINTH: These Articles/Certificate of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

MERGED ENTITY:


LENOBEL COMPANY, L.P., a New York limited partnership

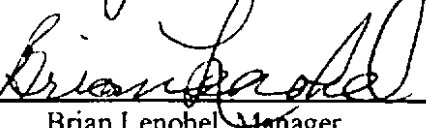
By: 
Janet Verville, General Partner

By: 
Brian Lenobel, General Partner

SURVIVING ENTITY:

LENOBEL COMPANY, LLC, a Florida limited liability company

By: 
Janet Verville, Manager

By: 
Brian Lenobel, Manager

2020 APR -1 AM 8:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Sections 605.1021 and 605.1026, Florida Statutes is being submitted attached to the Articles of Merger submitted in accordance with 605.1025, Florida Statutes.

FIRST: The exact name and jurisdiction of the merging entity (the "**Merging Entity**") is as follows:

Name	Jurisdiction
Lenobel Company, L.P.	New York

SECOND: The exact name and jurisdiction of the surviving entity (the "**Surviving Entity**") is as follows:

Name	Jurisdiction
Lenobel Company, LLC	Florida

THIRD: The terms and conditions of the merger are as follows: The Merging Entity shall merge with and into the Surviving Entity. The separate existence of the Merging Entity shall cease. All properties, franchises and rights belonging to the Merging Entity, by virtue of the merger and without further act or deed, shall be deemed to be vested in the Surviving Entity, which shall thenceforth be responsible for all the liabilities and obligations of the Merging Entity.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows: Each partner owning an interest in the Merging Entity shall exchange his, her or its ownership interest in such Merging Entity for an equal percentage of membership interest in the Surviving Entity. No cash or other property shall be exchanged in such merger, except as provided in the prior sentence.

FIFTH: The Surviving Entity is a manager-managed limited liability company and it is to be managed as of the time of the merger by two managers, the names and addresses of the managers are as follows:

Name	Address
Janet Verville	2900 North West 165 th Street Citra, Florida 32113
Brian Lenobel	3300 North West 165 th Street Citra, Florida 32113

SIXTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

Lenobel Company, LLC does not possess a certificate of authority to do business in the State of New York, and Lenobel Company, LLC does hereby appoint the Secretary of State of the State of New York as the agent of Lenobel Company, LLC on whom process in the State of Georgia and any action, suit or proceeding for the enforcement of an obligation of Lenobel Company, L.P. may be served. A copy of the process may be mailed to Lenobel Company, LLC, 2900 North West 165th Street, Citra, Florida 32113.

SEVENTH: The effective date of this Merger shall be the date that the Articles of Merger have been filed in the offices of the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned entities have executed this Plan of Merger as of MARCH 17, 2020.

THE MERGING ENTITY:

LENOBEL COMPANY, L.P., a New York limited partnership

By: _____

Janet Verville, General Partner

By: _____

Brian Lenobel, General Partner

THE SURVIVING ENTITY:

LENOBEL COMPANY, LLC, a Florida limited liability company

By: _____

Janet Verville, Manager

By: _____

Brian Lenobel, Manager

2020 APR -1 AM 8:06
CLERK OF STATE
TALLAHASSEE FLORIDA