

L20000121703

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

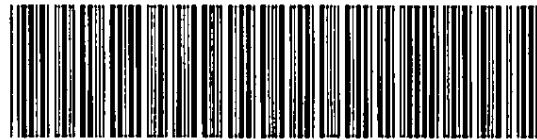
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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2022 NOV 28 11:10:52

DEC 1 - 2022

S. PRATHF

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STITES & HARBISON PLLC
ATTORNEYS

421 West Main Street
P.O. Box 634
Frankfort, KY 40602-0634
(502) 223-3477
(502) 560-5377 FAX

Robert C. Moore
(502) 209-1218
rmoore@stites.com

April 27, 2022

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

RE: Articles of Merger of Elite Restoration and Associates, LLC into Bay Beach
Construction, LLC
Articles of Merger of Xanadu Real Estate Property Investors, LLC into Bay Beach
Investments, LLC
Articles of Merger of Anomar Investments, Inc. into Bay Beach Investments, LLC

Dear Sir or Madam:

The enclosed Articles of Merger and fees are submitted for filing:

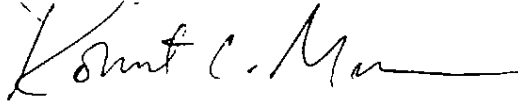
- Elite Restoration and Associates, LLC (A Kentucky Limited Liability Company) into Bay Beach Construction, LLC (A Florida Limited Liability Company)
- Xanadu Real Estate Property Investors, LLC (A Kentucky Limited Liability Company) into Bay Beach Investments, LLC (A Florida Limited Liability Company)
- Anomar Investments, Inc. (A Kentucky Limited Liability Company) into Bay Beach Investments, LLC (A Florida Limited Liability Company)

Please return a file stamped copy for each to my attention at the following address (a pre-addressed, stamped envelope is enclosed for your convenience):

Stites & Harbison PLLC
421 West Main Street, P.O. Box 634
Frankfort, KY 40602-0634

Please contact me if you have any questions concerning this matter: (502) 209-1218.

Yours truly,



Robert C. Moore

RCM:mts
Enclosures

38760-1:FRANKFORT

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **Bay Beach Construction, 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:

Robert C. Moore

Contact Person

Stites & Harbison, PLLC

Firm/Company

421 W Main St, P.O. Box 634

Address

Frankfort, KY 40602-0634

City, State and Zip Code

rmoore@stites.com

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

For further information concerning this matter, please call:

Robert C. Moore

at

502

209-1218

Name of Contact Person

Area Code

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

June 30, 2022

STITES & HARBISON PLLC
421 WEST MAIN STREET
FRANKFORT, KY 40602-0634

SUBJECT: BAY BEACH CONSTRUCTION, LLC
Ref. Number: L20000121703

We have received your document for BAY BEACH CONSTRUCTION, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6939.

Stacy Prather
Regulatory Specialist III

Letter Number: 822A00014822

RECEIVED

2022 NOV 28 PM 1:45

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Bay Beach Construction, 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:

Robert C. Moore
Contact Person

Stites & Harbison PLLC
Firm/Company

421 W. Main St., P.O. Box 634
Address

Frankfort, KY 40602-0634
City, State and Zip Code

rmoores@stites.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert C. Moore at (502) 209-1218
Name of Contact Person Area Code 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

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

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Elite Restoration and Associates, LLC</u>	<u>Kentucky</u>	<u>Limited Liability Company</u>
<u>Bay Beach Construction, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
<u>Bay Beach Construction, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

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).

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FILED

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 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:
Elite Restoration and Associates, LLC	<u>William A. Stroupe</u>	William A. Stroupe
Bay Beach Construction, LLC	<u>William A. Stroupe</u>	William A. Stroupe
_____	_____	_____
_____	_____	_____

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

Fees: 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	Certified Copy (optional):	\$30.00

022 JUL 20 PM 12:53
STATE, FLORIDA

0964668.06

SBurgin
MRG

Michael G. Adams
Kentucky Secretary of State
Received and Filed:
4/25/2022 7:41 AM
Fee Receipt: \$50.00

ARTICLES OF MERGER OF

**ELITE RESTORATION AND ASSOCIATES, LLC
(A Kentucky Limited Liability Company)**

INTO

**BAY BEACH CONSTRUCTION, LLC
(A Florida Limited Liability Company)** *RC* ✓

Pursuant to the provisions of KRS 275.345, ELITE RESTORATION AND ASSOCIATES, LLC, a Kentucky Limited Liability Company, and BAY BEACH CONSTRUCTION, LLC, a Florida Limited Liability Company, adopt the following Articles of Merger for the purpose of merging ELITE RESTORATION AND ASSOCIATES, LLC, into BAY BEACH CONSTRUCTION, LLC.

ARTICLE I

The plan of merger (PLAN) pursuant to which ELITE RESTORATION AND ASSOCIATES LLC, is merged into BAY BEACH CONSTRUCTION, LLC, is set forth in the written Plan of Merger authorized on December 31, 2021, attached hereto and incorporated by reference herein, marked as ANNEX 1.

ARTICLE II

The written Plan of Merger was duly authorized and approved by ELITE RESTORATION AND ASSOCIATES, LLC, and by BAY BEACH CONSTRUCTION, LLC, in accordance with the provisions of KRS 275.350. BAY BEACH CONSTRUCTION, LLC, a Florida limited liability company shall be the surviving entity.

ARTICLE III

BAY BEACH CONSTRUCTION, LLC, a Florida limited liability company, agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for the

enforcement of any obligation of ELITE RESTORATION AND ASSOCIATES, LLC, and the enforcement of any obligation of BAY BEACH CONSTRUCTION, LLC, arising from this merger. BAY BEACH CONSTRUCTION, LLC, hereby appoints the Secretary of State of the Commonwealth of Kentucky as its agent for service of process in any such proceeding. Process shall be mailed by the Secretary of State to BAY BEACH CONSTRUCTION, LLC, at 177 Grande Island Blvd, Panama City Beach, Florida 32407.

DATED: Effective as of April 19, 2022.

ELITE RESTORATION AND ASSOCIATES, LLC

By: William A. Stroupe
William A. Stroupe, Member

BAY BEACH CONSTRUCTION, LLC

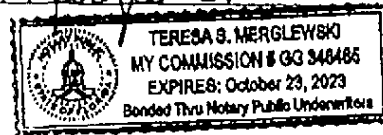
By: William A. Stroupe
William A. Stroupe, Member

STATE OF FLORIDA)
COUNTY OF Bay)

I, the undersigned Notary Public, do hereby certify that on the 18th day of March, 2022, personally appeared before me, WILLIAM A. STROUPE, who, being by me first duly sworn, declared he is a Member of Elite Restoration and Associates, LLC, a Kentucky limited liability company, and that he signed the foregoing Articles of Merger as a Member of said limited liability company, and that the statements therein contained are true.

My commission expires: 10/23/2023

Teresa S. Merglewski
NOTARY PUBLIC



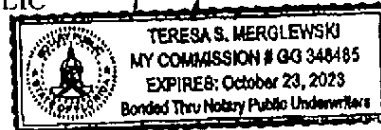
STATE OF FLORIDA

COUNTY OF Bay

I, the undersigned Notary Public, do hereby certify that on the 18th day of March, 2022, personally appeared before me, WILLIAM A. STROUPE, who, being by me first duly sworn, declared he is a Member of Bay Beach Construction, LLC, a Florida limited liability company, and that he signed the foregoing Articles of Merger as a Member of said limited liability company, and that the statements therein contained are true.

My commission expires: 10/23/2023

Teresa S. Merglewski
NOTARY PUBLIC



This instrument prepared by:

Robert C. Moore
Robert C. Moore
Stites & Harbison PLLC
421 West Main Street
P. O. Box 634
Frankfort, Kentucky 40602

ANNEX 1

PLAN OF MERGER

THIS PLAN OF MERGER, authorized as of this 31st day of December, 2021, between **ELITE RESTORATION AND ASSOCIATES, LLC**, a Kentucky Limited Liability Company, with its principal office located at 193 Grande Island Blvd, Panama City Beach, Florida, 32407, and **BAY BEACH CONSTRUCTION, LLC**, a Florida Limited Liability Company, with its principal office located at 193 Grande Island Blvd, Panama City Beach, Florida, 32407.

WITNESSETH:

WHEREAS, ELITE RESTORATION AND ASSOCIATES, LLC, has two members, and those members are William A. Stroupe and Gary P. Stroupe II; and

WHEREAS, BAY BEACH CONSTRUCTION, LLC, has two members, and those members are William A. Stroupe and Gary P. Stroupe II; and

WHEREAS, ELITE RESTORATION AND ASSOCIATES, LLC, and the members of ELITE RESTORATION AND ASSOCIATES, LLC, deem it advisable, to the end that the greater efficiency and economy of management may be accomplished and generally to the advantage and welfare of ELITE RESTORATION AND ASSOCIATES, LLC, and BAY BEACH CONSTRUCTION, LLC, and the members of BAY BEACH CONSTRUCTION, LLC deem it advisable, to the end that the greater efficiency and economy of management may be accomplished and generally to the advantage and welfare of BAY BEACH CONSTRUCTION, LLC, to merge ELITE RESTORATION AND ASSOCIATES, LLC into BAY BEACH CONSTRUCTION, LLC under and pursuant to the provisions of the statutes of the Commonwealth of Kentucky;

NOW, THEREFORE, in consideration of the premises and the mutual agreements,

provisions and covenants herein contained, it is hereby agreed by and between the said parties, and in accordance with the said statutes of the Commonwealth of Kentucky, that ELITE RESTORATION AND ASSOCIATES, LLC, shall be and the same is merged into BAY BEACH CONSTRUCTION, LLC; and the parties hereby by these presents agree and prescribe the terms and condition of said merger, and the mode of carrying the same into effect, which terms and conditions and mode of carrying the same into effect the said parties hereto do mutually and severally agree and covenant to observe, keep and perform, as follows:

- I. BAY BEACH CONSTRUCTION, LLC, a Florida limited liability company, shall be the surviving limited liability company. BAY BEACH CONSTRUCTION, LLC, a Florida limited liability company, agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for the enforcement of any obligation of ELITE RESTORATION AND ASSOCIATES, LLC, and the enforcement of any obligation of BAY BEACH CONSTRUCTION, LLC, arising from this merger. BAY BEACH CONSTRUCTION, LLC, hereby appoints the Secretary of State of the Commonwealth of Kentucky as its agent for service of process in any such proceeding. Process shall be mailed by the Secretary of State to BAY BEACH CONSTRUCTION, LLC, at 193 Grande Island Blvd, Panama City Beach, Florida 32407.
- II. The surviving business entity is BAY BEACH CONSTRUCTION, LLC, and its members shall retain the limitation on individual liability as set forth in KRS Chapter 275.
- III. The membership interests in ELITE RESTORATION AND ASSOCIATES, LLC,

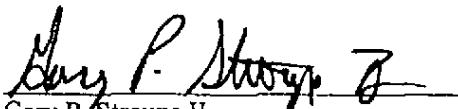
shall be exchanged for membership interests in BAY BEACH
CONSTRUCTION, LLC.

- IV. The officers and/or managers of BAY BEACH CONSTRUCTION, LLC, shall continue as such until the next annual meeting of BAY BEACH CONSTRUCTION, LLC.
- V. The Operating Agreement of BAY BEACH CONSTRUCTION, LLC, shall be the present Operating Agreement of BAY BEACH CONSTRUCTION, LLC, until changed or amended as provided therein.
- VI. This Plan of Merger shall be submitted to the members of ELITE RESTORATION AND ASSOCIATES, LLC, and the members of BAY BEACH CONSTRUCTION, LLC, as provided by law, and shall take effect and be deemed and taken to be the joint plan of merger of ELITE RESTORATION AND ASSOCIATES, LLC, and BAY BEACH CONSTRUCTION, LLC, upon the adoption thereof by the vote of the members of ELITE RESTORATION AND ASSOCIATES, LLC, and BAY BEACH CONSTRUCTION, LLC, entitled to exercise a majority of the voting power thereof, and upon the doing of such other acts as are required by the statutes of the Commonwealth of Kentucky.

This Plan of Merger, having been approved by the members of ELITE RESTORATION AND ASSOCIATES, LLC, and the members of BAY BEACH CONSTRUCTION, LLC, by unanimous vote thereof, is hereby signed by each of such members, effective as of the 31st day of December, 2021.


Members of
ELITE RESTORATION AND
ASSOCIATES, LLC


William A. Stroupe

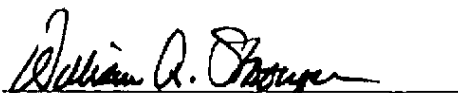

Gary P. Stroupe II

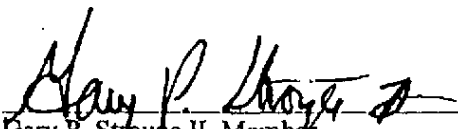
Members of
BAY BEACH CONSTRUCTION, LLC



William A. Stroupe

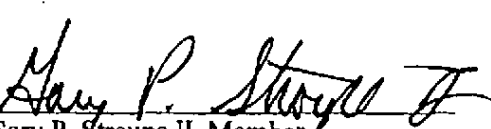

Gary P. Stroupe II

The foregoing Plan of Merger having been submitted to the members of ELITE RESTORATION AND ASSOCIATES, LLC, and the members of BAY BEACH CONSTRUCTION, LLC, at the meeting thereof held on December 31, 2021, duly and separately called in the manner provided under the laws of the Commonwealth of Kentucky for calling meetings of members, and at such meetings the members holding a majority of the voting power of the members of ELITE RESTORATION AND ASSOCIATES, LLC, and the members of BAY BEACH CONSTRUCTION, LLC, having voted for the adoption of the Plan of Merger, such fact is hereby certified by the respective members of ELITE RESTORATION AND ASSOCIATES, LLC, and the members of BAY BEACH CONSTRUCTION, LLC, effective as of the 31st day of December, 2021.


William A. Stroupe, Member
Elite Restoration and Associates, LLC


Gary P. Stroupe II, Member


William A. Stroupe, Member
Bay Beach Construction, LLC


Gary P. Stroupe II, Member

Elite Restoration and Associates, LLC

Bay Beach Construction, LLC

In witness whereof, ELITE RESTORATION AND ASSOCIATES, LLC, and BAY BEACH CONSTRUCTION, LLC, have caused this Plan of Merger to be signed by the respective members, all thereunto duly authorized, as of the 31st day of December, 2021.

ELITE RESTORATION AND
ASSOCIATES, LLC

BAY BEACH CONSTRUCTION, LLC

William A. Stroupe
William A. Stroupe, Member

William A. Stroupe
William A. Stroupe, Member

Gary P. Stroupe II
Gary P. Stroupe II, Member

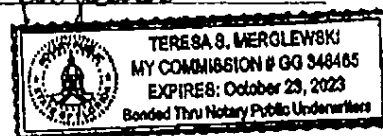
Gary P. Stroupe II
Gary P. Stroupe II, Member

STATE OF FLORIDA)
) SS.
COUNTY OF Bay)

I, Teresa S. Merglewski, a Notary Public in and for Florida At Large, do hereby certify that on this the 1st day of March, 2022, WILLIAM A. STROUPE personally appeared in my office within Bay County, Florida, and who being first duly sworn declared that he is a Member of Elite Restoration and Associates, LLC; that he signed the foregoing document as a Member of Elite Restoration and Associates, LLC; that the statements contained therein are true and the said WILLIAM A. STROUPE did acknowledge the said instrument before me to be his act and deed and the act and deed of said limited liability company.

My commission expires: 10/23/2023

Teresa S. Merglewski
NOTARY PUBLIC



STATE OF FLORIDA)
COUNTY OF Bay) SS.

I, Teresa S. Merglewski, a Notary Public in and for Florida At Large, do hereby certify that on this the 18th day of March, 2022, WILLIAM A. STROUPE personally appeared in my office within Bay County, Florida and who being first duly sworn declared that he is a Member of Bay Beach Construction, LLC; that he signed the foregoing document as Member of Bay Beach Construction, LLC; that the statements contained therein are true and the said WILLIAM A. STROUPE did acknowledge the said instrument before me to be his act and deed and the act and deed of said limited liability company.

My commission expires: 10/23/2023

Teresa S. Merglewski
NOTARY PUBLIC

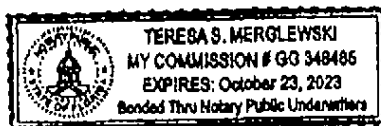


STATE OF FLORIDA)
COUNTY OF Bay) SS.

I, Teresa S. Merglewski, a Notary Public in and for Florida At Large, do hereby certify that on this the 18th day of March, 2022, GARY P. STROUPE II personally appeared in my office within Bay County, Florida, and who being first duly sworn declared that he is a Member of Elite Restoration and Associates, LLC; that he signed the foregoing document as a Member of Elite Restoration and Associates, LLC; that the statements contained therein are true and the said GARY P. STROUPE II did acknowledge the said instrument before me to be his act and deed and the act and deed of said limited liability company.

My commission expires: 10/23/2023

Teresa S. Merglewski
NOTARY PUBLIC

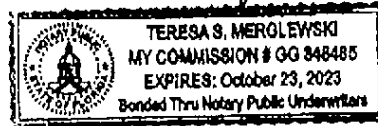


STATE OF FLORIDA)
) SS.
COUNTY OF Bay)

I, Teresa S. Merglewski a Notary Public in and for Florida At Large, do hereby certify that on this the 18th day of March, 2023 GARY P. STROUPE II personally appeared in my office within Bay County, Florida and who being first duly sworn declared that he is a Member of Bay Beach Construction, LLC ; that he signed the foregoing document as a Member of Bay Beach Construction, LLC; that the statements contained therein are true and the said GARY P. STROUPE II did acknowledge the said instrument before me to be his act and deed and the act and deed of said limited liability company.

My commission expires: 10/23/2023

Teresa S. Merglewski
NOTARY PUBLIC



This instrument prepared by:

Robert C. Moore

Robert C. Moore
STITES & HARBISON, PLLC
421 West Main Street
P.O. Box 634
Frankfort, Kentucky 40602