

8/18/2021

Division of Corporations

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
Gracewater Community Development, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$58.75

AUG 19 2021

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H21000311000 3

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ARTICLES OF MERGER OF
MERRIWATER GOLF LLC,
INTO
GRACEWATER COMMUNITY DEVELOPMENT, LLC

Gracewater Community Development, LLC, a Florida limited liability company ("Gracewater"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Merriwater Golf LLC, a Florida limited liability company ("Merriwater"), with and into Gracewater. Gracewater shall be the surviving business entity.

- 1. A true copy of the Plan of Merger is attached hereto as "Exhibit A" (the "Plan of Merger").
- 2. The foregoing Plan of Merger was approved by Gracewater in accordance with Section 605.1023, Florida Statutes.
- 3. The foregoing Plan of Merger was approved by Merriwater in accordance with Section 605.1023, Florida Statutes.
- 4. Gracewater agrees to pay any members with appraisal rights the amount, to which members are entitled under Sections 605.1006 and 605.1061 through 605.1072, Florida Statutes.
- 5. The effective date of the merger is the date these Articles of Merger are filed with the Department of State.

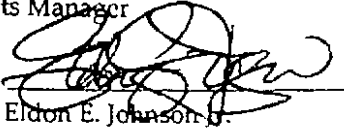
{Signatures appear on the following page.}

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IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered this 18th day of August 2021.

MERRIWATER GOLF LLC,
a Florida limited liability company

By: JW12 Capital Inc.,
a Florida corporation
As its Manager

By: 
Eldon E. Johnson Jr.
As its President

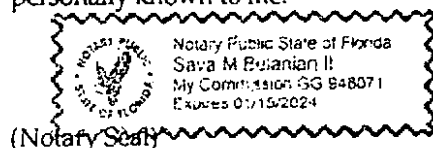
**GRACEWATER COMMUNITY
DEVELOPMENT, LLC,** a Florida
limited liability company

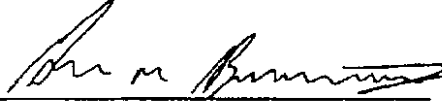
By: JW2020 Properties LLC,
a Florida limited liability company
As its Manager

By: _____
Terrell Wolfram
As its Manager

STATE OF Florida
COUNTY OF Sarasota

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 18 day of August 2021, by Eldon E. Johnson Jr., as President of JW12 Capital Inc., a Florida corporation, as Manager of Merriwater Golf LLC, a Florida limited liability company, on behalf of the company. The above-named person is personally known to me or has produced Driver License as identification. If no type of identification is indicated, the above-named person is personally known to me.




Signature of Notary Public

Sava M Bolanar II
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on 01/15/2024

H21000311000 3

H21000311000 3

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered this 18th day of August 2021.

MERRIWATER GOLF LLC,
a Florida limited liability company

By: JW12 Capital Inc.,
a Florida corporation
As its Manager

By: _____
Eldon E. Johnson Jr.
As its President

**GRACEWATER COMMUNITY
DEVELOPMENT, LLC,** a Florida
limited liability company

By: JW2020 Properties LLC,
a Florida limited liability company
As its Manager

By: Terrell C. Wolfram
Terrell Wolfram
As its Manager

STATE OF _____
COUNTY OF _____

The foregoing instrument was acknowledged before me by means of ☐ physical presence or ☐ online notarization this ____ day of August 2021, by Eldon E. Johnson Jr., as President of JW12 Capital Inc., a Florida corporation, as Manager of Merriwater Golf LLC, a Florida limited liability company, on behalf of the company. The above-named person is personally known to me or has produced _____ as identification. If no type of identification is indicated, the above-named person is personally known to me.

(Notary Seal)

Signature of Notary Public

Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on _____.

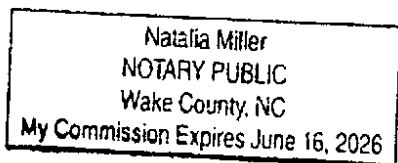
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STATE OF North Carolina
COUNTY OF Wake

The foregoing instrument was acknowledged before me by means of ☒ physical presence or ☐ online notarization this 17th day of August 2021, by Terrell Wolfram as Manager of JW2020 Properties LLC, a Florida limited liability company, as Manager of Gracewater Community Development, LLC, a Florida limited liability company, on behalf of the company. The above-named person is personally known to me or has produced Driver License as identification. If no type of identification is indicated, the above-named person is personally known to me.

(Notary Seal)



Natalia Miller
Signature of Notary Public

Natalia Miller
Print Name of Notary Public

I am a Notary Public of the State of Florida,
and my commission expires on 06/16/2026

H21000311000 3

EXHIBIT A**PLAN OF MERGER
OF MERRIWATER GOLF LLC,
WITH AND INTO
GRACEWATER COMMUNITY DEVELOPMENT, LLC**

Merriwater Golf LLC, a Florida manager-managed limited liability company, and **Gracewater Community Development, LLC**, a Florida manager-managed limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 605.1022, Florida Statutes. The terms of the Plan of Merger are as follows:

1. The names of the business entities planning to merge are Merriwater Golf LLC, a Florida manager-managed limited liability company ("**Merriwater**"), and Gracewater Community Development, LLC, a Florida manager-managed limited liability company ("**Gracewater**"). As a result of the merger, Merriwater shall be merged with and into Gracewater. Gracewater shall be the surviving business entity.
2. The merger shall be effective on the date the Articles of Merger are filed with the Department of State (the "**Effective Date**").
3. As a result of the merger, the sole membership interest in Merriwater shall be cancelled. No change shall occur in the membership interest of Gracewater.
4. The name and address of the Manager for Merriwater is JW12 Capital Inc., a Florida corporation, 7016 Island Queen Court, Sarasota, Florida 34233.
5. The name and address of the Manager for Gracewater is JW2020 Properties LLC, a Florida limited liability company, 7016 Island Queen Court, Sarasota, Florida 34233.
6. This Plan of Merger shall be submitted to the Member and Manager of Merriwater for approval. This Plan of Merger shall be submitted to the Members and Manager of Gracewater for approval.
7. The Members of Gracewater having a membership interest in Gracewater immediately prior to the Effective Date will hold the same membership interest, with identical designations, preferences, limitations, and relative rights, immediately after the merger.
8. The Member and Manager of Merriwater and the Members and Manager of Gracewater are hereby authorized to amend this Plan of Merger at any time prior to the filing of the Articles of Merger, to the extent permitted by law.
9. There are no other terms of or conditions to the merger.

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