

L20000245785

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

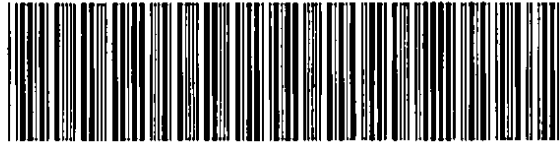
(Document Number)

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2020 AUG 31 P 3:45  
TALLAHASSEE, FLORIDA

FILED

LLC  
Merger  
10/20/20  
DC

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** A & A Enterprises 1, 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:

Aletheia Lange

Contact Person

A & A Enterprises 1, LLC

Firm/Company

1347 Orange Hill Rd

Address

Chipley, FL 32428

City, State and Zip Code

Aletheia@langeed.com

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

For further information concerning this matter, please call:

Aletheia Lange

at (

954

829-4256

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

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**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:
A & A Enterprises 1, LLC (FL)		Aletheia Lange
A & A Enterprises 1, LLC (GA)		Aletheia Lange
_____	_____	_____
_____	_____	_____

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  
A & A ENTERPRISES 1, LLC (GA)  
WITH AND INTO  
A & A ENTERPRISES 1, LLC (FL)**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Sections 14-11-902 and 14-11-903, Georgia Code and Section 605.1022 – 605.1026, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
A & A ENTERPRISES 1, LLC	Florida
A & A ENTERPRISES 1, LLC	Georgia

**SECOND:** The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
A & A ENTERPRISES 1, LLC	Florida

**THIRD:** The terms and conditions of the merger are as follows:

a. A & A Enterprises 1, LLC (GA) shall merge into A & A Enterprises 1, LLC (FL) and the separate existence of A & A Enterprises 1, LLC (GA) shall cease in accordance with the applicable provisions of the general company law of the State of Georgia. A & A Enterprises 1, LLC (FL) will be the surviving company and will continue to be governed by the laws of the State of Florida and the separate corporate existence of A & A Enterprises 1, LLC (GA), and all of its rights, privileges, immunities as well as all of its duties and liabilities as a company organized under the laws of the State of Georgia will cease upon the close of business on August 24, 2020.

b. A & A Enterprises 1, LLC (GA) shall transfer all of its assets to A & A Enterprises 1, LLC (FL) and A & A Enterprises 1, LLC (FL) hereby assumes and shall be held responsible for any and all liabilities of A & A Enterprises 1, LLC (GA).

**FOURTH:** The manner and basis of converting the Membership Interests of each company into Membership Interests, obligations, or other securities of the surviving company or any other company or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire Membership Interests of each company into rights to acquire Membership Interests, obligations, or other securities of the surviving or any other company or, in whole or in part, into cash or other property are as follows:

a. On the closing date of the merger, the shareholders of A & A Enterprises 1, LLC (GA) shall deliver to A & A Enterprises 1, LLC (FL) the certificates representing all of the outstanding Membership Interests of A & A Enterprises 1, LLC (GA), which shall be exchanged for the equivalent stock in the surviving company A & A Enterprises 1, LLC (FL). No changes to the ownership structure or the rights to acquire Membership Interests, obligations, or other securities of the surviving company are intended.

**FIFTH:** Surviving company:

a. The Articles of Incorporation of A & A Enterprises 1, LLC (FL) in effect immediately prior to the effective time of the merger shall be the Articles of Incorporation following the effective date of the merger.

b. The by-laws and operating agreement of A & A Enterprises 1, LLC (FL) in effect immediately prior to the effective date of this merger shall be the by-laws and operating agreement of A & A Enterprises 1, LLC (FL) after the effective date of this merger.

c. From and after the effective date of the merger, the Managers of A & A Enterprises 1, LLC (FL) shall be the Managers of the surviving company.

A & A ENTERPRISES 1, LLC (FL)

  
Aletheia Lange Date 8/24/2020  
Sole Member and Manager

A & A ENTERPRISES 1, LLC (GA)

  
Aletheia Lange Date 8/24/2020  
Sole Member and Manager