

1/17/2021
 L20000396129
 Division of Corporations

Florida Department of State
 Division of Corporations
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To:
 Division of Corporations
 Fax Number : (850)617-6380

From:
 Account Name : BARITZ & COLMAN LLP
 Account Number : I20000000130
 Phone : (561)864-5100
 Fax Number : (561)864-5101

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**Email Address: mizzo@baritzcolman.com

01/22/2021 Resubmitted after filing the 2021 Annual Report

MERGER OR SHARE EXCHANGE

Montana Queler Mental Health Counseling, PLLC

Certificate of Status	0
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JAN 25 2021

2021 JAN 22 PM 12:28
 DIV OF STATE
 TALLAHASSEE, FL

FILED

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>
Montana Queer Mental Health Counseling, PLLC	New York	Professional limited liability company

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>
Montana Queer Mental Health Counseling, PLLC	Florida	Professional 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).

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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 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.

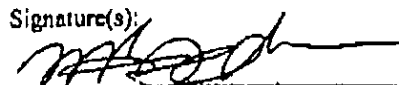
SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed
Name of Individual:

Montana Queler Mental Health Counseling, PLLC



Montana Queler

Montana Queler Mental Health Counseling, PLLC



Montana Queler

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:

For each Limited Partnership:

For each Other Business Entity:

\$25.00

\$52.50

\$25.00

For each Corporation:

For each General Partnership:

Certified Copy (optional):

\$35.00

\$25.00

\$30.00

AGREEMENT AND PLAN OF MERGER

of

Montana Queler Mental Health Counseling, PLLC, a New York
Professional
Service limited liability company

With and Into

Montana Queler Mental Health Counseling, PLLC
a Florida professional limited liability company

AGREEMENT AND PLAN OF MERGER, entered into as of December 4, 2020, by and between Montana Queler Mental Health Counseling, PLLC, a New York Professional Service limited liability company (hereinafter called ("MQMHC NY"), and Montana Queler Mental Health Counseling, PLLC a Florida professional limited liability company (hereinafter called "MQMHC FL") and the Members thereof:

WITNESSETH:

WHEREAS, MQMHC NY is a professional limited liability company duly organized and existing under the laws of the State of New York, having been formed on January 22, 2018;

WHEREAS, MQMHC FL is a professional limited liability company duly organized and existing under the laws of the State of Florida having been formed on December , 2020; and

WHEREAS, the manager of MQMHC NY and the Manager of MQMHC FL (such entities being hereinafter sometimes collectively called the "Constituent Entities"), deem it advisable and for the benefit of their respective Constituent Entities that MQMHC NY be merged into MQMHC FL, and said managers of the Constituent Entities and the Members of each Constituent Entity have approved this Agreement and Plan of Merger (hereinafter called "this Agreement");

NOW, THEREFORE, MQMHC NY and MQMHC FL having agreed that, pursuant to the applicable statutes of New York and Florida and subject to the conditions hereinafter set forth, MQMHC NY shall be merged into MQMHC FL, which shall be the surviving entity, and that the plan, terms, and conditions of such merger (hereinafter called the "merger") shall be as follows:

ARTICLE I *Transfers*

At the time of the merger, as defined in Article IV hereof, MQMHC NY shall be merged into MQMHC FL and the separate existence of MQMHC NY shall cease (except insofar as it may be continued by statute or in order to carry out the purposes of this Agreement) and MQMHC FL, as the surviving entity, shall continue to exist by virtue of and shall be governed by the laws of Florida with its present name.

At the time of the merger MQMHC FL shall, without further act or deed, own and possess all the property, if any, of every description, real, personal, and mixed, of MQMHC NY, as provided by the general laws of the State of New York and the State of Florida. Also as provided by those laws, all rights of creditors and of any persons dealing with the Constituent Entities and all liens upon any property of the Constituent Entities shall be preserved unimpaired by the merger, and all debts, liabilities, obligations, and duties of MQMHC NY shall thenceforth attach to MQMHC FL and may be enforced against it to the same extent as if the same had been incurred by it.

ARTICLE II

Conversion of Membership Interests

The manner and basis of converting or exchanging the issued membership interests of MQMHC NY into membership interests in MQMHC FL shall be as follows:

(a) Each issued and outstanding membership interest of MQMHC NY on the effective date shall be cancelled.

(b) On the effective date of the merger, each membership interest in MQMHC NY shall be converted into the same respective membership interest in MQMHC FL.

ARTICLE III

Members

1. The number of initial members of MQMHC FL upon the merger becoming effective shall be 1. The sole member is Montana Queler - 100%

2. The Manager of MQMHC FL at the time of merger shall be Montana Queler.

4. The Operating Agreement of MQMHC NY shall be amended and restated in its entirety as of the date of the merger and shall become the operating agreement of MQMHC FL.

ARTICLE IV

Effectuation of Merger

Subject to the provisions hereof, as soon as practicable after the adoption of this Agreement, the further procedures to effectuate the merger, specified by the laws of the State of New York and the laws of the State of Florida to make the merger effective shall be carried out

and the merger shall become effective as of December 4, 2020 (the "time of the merger") regardless of whether or not the merger documents have been filed with the respective states on that date.

ARTICLE V

Abandonment

This Agreement may be abandoned by appropriate mutual action taken by the manager of the Constituent Entities at any time prior to the time of the merger.

ARTICLE VI

Rights of Others

Except as otherwise provided in this Agreement, nothing herein expressed or implied is intended, or shall be construed, to confer upon or to give any person, firm, or corporation, other than MQMHC NY and MQMHC FL and their respective members, any rights or remedies under or by reason of this Agreement.

ARTICLE VII

Further Action

From time to time as and when requested by MQMHC FL, or by its successors or assigns, MQMHC NY shall execute and deliver such documents and other instruments, and take or cause to be taken such further action, as shall be necessary to vest or perfect in or to confirm of record or otherwise to MQMHC FL, title to, and possession of, all the properties, interests, rights, privileges, and powers of MQMHC NY or otherwise to carry out the purposes of this Agreement.

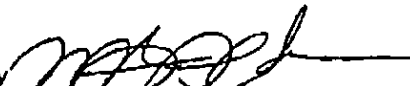
ARTICLE VIII

Counterparts


This Agreement may be executed in one or more counterparts, and each such counterpart shall, for all purposes, be deemed an original, but all such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, MQMHC NY and MQMHC FL have caused this Agreement and Plan of Merger to be signed in their respective names and on their respective behalves by their respective authorized representatives.

Montana Queler Mental Health Counseling,
PLLC, a New York Professional limited
liability company

By 
Montana Queler, Manager

Montana Queler Mental Health Counseling
LLC, a Professional Florida limited liability
company

By 
Montana Queler, Manager

State of Florida
Department of State

I certify the attached is a true and correct copy of the Articles of Organization of MONTANA QUELER MENTAL HEALTH COUNSELING, PLLC, a limited liability company organized under the laws of the state of Florida, filed electronically on December 18, 2020, as shown by the records of this office.

I further certify that this is an electronically transmitted certificate authorized by section 15.16, Florida Statutes, and authenticated by the code noted below.

The document number of this limited liability company is L20000396129.

Authentication Code: 201229141352-300356052593#1

Given under my hand and the
Great Seal of the State of Florida
at Tallahassee, the Capital, this the
Twenty Ninth day of December, 2020



Laurel M. Lee
Laurel M. Lee
Secretary of State

**Electronic Articles of Organization
For
Florida Limited Liability Company**

L20000396129
FILED 8:00 AM
December 18, 2020
Sec. Of State
toline

Article I

The name of the Limited Liability Company is:

MONTANA QUELER MENTAL HEALTH COUNSELING, PLLC

Article II

The street address of the principal office of the Limited Liability Company is:

1007 A. HARBOUR PLACE
TAMPA, FL. US 33602

The mailing address of the Limited Liability Company is:

1007 A. HARBOUR PLACE
TAMPA, FL. US 33602

Article III

Other provisions, if any:

MENTAL HEALTH COUNSELING

Article IV

The name and Florida street address of the registered agent is:

BARITZ & COLMAN LLP
1075 BROKEN SOUND PARKWAY NW
102
BOCA RATON, FL. 33487

Having been named as registered agent and to accept service of process for the above stated limited liability company at the place designated in this certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent.

Registered Agent Signature: NANCY B. COLMAN, ESQ.

Article V

The name and address of person(s) authorized to manage LLC:

Title: MGR
MONTANA QUELER
1007 A. HARBOUR PLACE
TAMPA, FL. 33602 US

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FILED 8:00 AM
December 18, 2020
Sec. Of State
tcline

Signature of member or an authorized representative

Electronic Signature: MONTANA QUELER, MANAGER

I am the member or authorized representative submitting these Articles of Organization and affirm that the facts stated herein are true. I am aware that false information submitted in a document to the Department of State constitutes a third degree felony as provided for in s.817.155, F.S. I understand the requirement to file an annual report between January 1st and May 1st in the calendar year following formation of the LLC and every year thereafter to maintain "active" status.