

L21000017593

Florida Department of State  
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**MERGER OR SHARE EXCHANGE  
MADISON LANDING II APARTMENTS, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	09
Estimated Charge	\$58.75

FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FL

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NOV 19 2021



November 16, 2021

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

RIO GRANDE 01, LLC  
558 W. NEW ENGLAND AVENUE  
SUITE 230  
WINTER PARK, FL 32789

SUBJECT: RIO GRANDE 01, LLC  
REF: L20000137126

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Our record indicates we have two " MADISON LANDING II APARTMENTS, LLC L21000017593 and L21000345572.

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.

Yasemin Y Sulker  
Regulatory Specialist III

FAX Aud. #: H21000421695  
Letter Number: 321A00027835

Attached for re-filing are the Articles of Merger for Madison Landing II Apartments, LLC - Document Number L21000017593.

Articles of Dissolution for Madison Landing II Apartments, LLC - Document Number L21000345572 were filed effective November 17, 2021.

**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>
Madison Landing II Apartments, LLC	Florida	LLC
Rio Grande 01, LLC	Florida	LLC
_____	_____	_____
_____	_____	_____

**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>
Madison Landing II Apartments, LLC	Florida	LLC
Document No. L21000017593	_____	_____

**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.


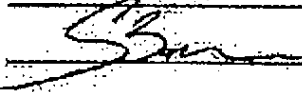
**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:

Madison Landing II Apartments, LLC

Rio Grande 01, LLC

Signature(s):

Typed or Printed

Name of Individual:

Patrick E. Law

Stacy Banach

Corporations:

General partnerships:

Florida Limited Partnerships:

Non-Florida Limited Partnerships:

Limited Liability Companies:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

Signature of a general partner or authorized person

Signatures of all general partners

Signature of a general partner

Signature of an authorized person

**Fees:** For each Limited Liability Company:

For each Limited Partnership:

For each Other Business Entity:

\$75.00

\$52.50

\$25.00

For each Corporation:

For each General Partnership:

Certified Copy (optional):

\$35.00

\$25.00

\$30.00

## PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement"), dated as of November 12, 2021, is entered into by and between, Rio Grande 01, LLC, a Florida limited liability company ("Rio Grande") and Madison Landing II Apartments, LLC, a Florida limited liability company ("Madison").

### WITNESSETH:

WHEREAS, Rio Grande is a limited liability company duly organized and existing under the laws of the State of Florida;

WHEREAS, Madison is a limited liability company duly organized and existing under the laws of the State of Florida; and

WHEREAS, the Member of Madison and the Members of Rio Grande deem it advisable and in the best interests of their respective entities to have Rio Grande merge with and into Madison pursuant to this Agreement and the applicable provisions of the laws of the State of Florida (the "Merger").

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

### ARTICLE 1 THE MERGER

On the Effective Date of the Merger (as hereinafter defined) and in accordance with the laws of the State of Florida, Rio Grande shall merge with and into Madison, with Madison being the limited liability company surviving the Merger (the "Surviving Company").

### ARTICLE 2 EFFECTIVE DATE

Articles of Merger, substantially in the form attached as Appendix "A" hereto, executed in accordance with the laws of the State of Florida shall be filed with the Secretary of State of the State of Florida. The Merger shall become effective on the date and time the Articles of Merger is filed with the Secretary of State of the State of Florida (the "Effective Date of the Merger").

ARTICLE 3  
CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Company; Effects of the Merger. Upon the Merger becoming effective and by virtue thereof Rio Grande and Madison shall become and be a limited liability company, with Madison as the Surviving Company, and the separate limited liability company existence of Rio Grande shall cease. The Merger shall have the effects set forth in Section 605.1025 of the Florida Revised Limited Liability Company Act.

(b) Articles of Organization and Members of Surviving Company. Upon the Merger becoming effective:

(i) The Articles of Organization of Madison as in effect immediately prior to the Merger becoming effective, shall be the Articles of Organization of the Surviving Company until amended in the manner provided by law and said Articles of Organization.

(ii) The Operating Agreement of Madison in effect immediately prior to the Merger becoming effective shall be the Operating Agreement of the Surviving Company until amended in the manner provided by law, the Articles of Organization of the Surviving Company and said Operating Agreement.

ARTICLE 4  
CONVERSION AND EXCHANGE OF MEMBERSHIP INTERESTS  
UPON THE EFFECTIVE DATE OF THE MERGER

(a) Madison Membership Interests. Each membership interest in Madison owned by the members of Madison immediately prior to the Effective Date of the Merger shall continue to be owned by each member at and after the Effective Date of the Merger as each member's membership interests in the Surviving Company.

(b) Rio Grande Membership Interests. Upon the Effective Date of the Merger, each membership interest owned by the members of Rio Grande immediately prior to the Effective Date of the Merger shall be cancelled and converted into the right to receive membership interests of the Surviving Company.

ARTICLE 5  
MISCELLANEOUS

(a) Amendments. This Agreement shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Agreement may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Governing Law. This Agreement shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Florida.

(d) Assignment. This Agreement and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Agreement nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

(e) Headings. The headings of the sections and articles of this Agreement are inserted for convenience only and shall not constitute a part hereof.

[SIGNATURES ON THE FOLLOWING PAGE]

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Agreement of Merger to be duly executed on their behalf as of the date first above written.

MADISON LANDING II APARTMENTS, LLC

By: 

Name: Patrick E. Law

Title: Manager

RIO GRANDE 01, LLC

By: 

Name: Stacy Banach

Title: Manager



APPENDIX A

Articles of Merger