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(City/State/Zip/Phone #)

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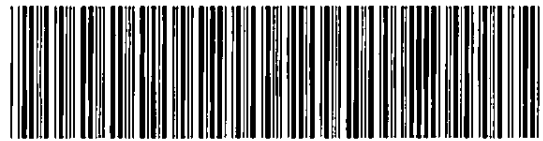
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2024 JAN -3 AM 9:33

SECRETARY OF STATE
TALLAHASSEE, FL

MAR 15 2024

D CUSHING



James W. Carpenter, Esquire
Email: jwc@angelolaw.com

December 29, 2023

VIA FEDERAL EXPRESS

Division of Corporations
Amendment Section
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

FILED
2024 JAN -3 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FL

RE: Articles of Merger for 1222 SE 3rd Avenue, LLC, a Florida limited liability company ("Surviving Entity"), and 1219 SE Fourth Avenue & Vicinity, LLC, a Florida limited liability company, 315 SE 13th Street LLC, a Florida limited liability company; and 311 SE 13th Street LLC, a Florida limited liability company (collectively the "Constituent Entities")

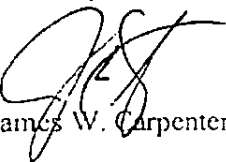
Dear Sirs/Madames:

Enclosed please find a Cover Letter with a completed certificate of Articles of Merger (including a Plan of Merger attachment) with respect to the above Surviving Entity and Constituent Entities. We have also enclosed a check for \$100.00, representing the fee of \$25.00 per Limited Liability Company entity involved.

Please arrange to get these materials filed and send back a stamped "Filed" copy of the materials in the enclosed self-addressed, stamped envelope.

Should you have any questions, please do not hesitate to contact me.

Sincerely,



James W. Carpenter

Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations
1222 SE 3rd AVENUE, LLC

SUBJECT: _____
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

James W. Carpenter

Contact Person
Angelo & Banta, P.A.

Firm/Company
515 E. Las Olas Blvd., Ste 650

Address
Ft. Lauderdale, FL 3331

City, State and Zip Code

jwc@angelolaw.com

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

For further information concerning this matter, please call:

James W. Carpenter 954 766-9930

Name of Contact Person at () 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

CR2E080 (2/20)

FILED
2024 JAN -3 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FL

Articles of Merger
For
Florida Limited Liability Company

FILED
2024 JAN -3 AM 9:33
SECRETARY OF STATE
TALLAHASSEE, FL

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>
1219 SE Fourth Avenue + Vicinity, LLC	Florida	Limited Liability Company L17-19213
315 SE 13th Street LLC	Florida	Limited Liability Company L21-32883
311 SE 13th Street LLC	Florida	Limited Liability Company L21-32501
1222 SE 3rd Avenue, LLC	Florida	Limited Liability Company L21-32875

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>
1222 SE 3rd Avenue, LLC	Florida	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).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

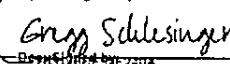
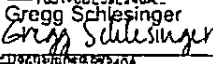
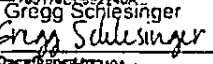
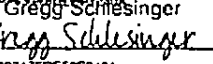
- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a 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:
December 31, 2023 is the Effective Date

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:
1219 SE Fourth Avenue + Vicinity, LLC		Gregg Schlesinger
315 SE 13th Street LLC		Gregg Schlesinger
311 SE 13th Street LLC		Gregg Schlesinger
1222 SE 3rd Avenue, LLC		Gregg Schlesinger

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

PLAN OF MERGER

This is a Plan of Merger ("Plan") between the affiliated entities, 1222 SE 3rd Avenue, LLC, a Florida limited liability company ("1222"), 1219 SE Fourth Avenue & Vicinity, LLC, a Florida limited liability company ("1219"), 315 SE 13th Street LLC, a Florida limited liability company ("315"); and 311 SE 13th Street LLC, a Florida limited liability company ("311") (collectively the "Constituent Entities"). The Plan is being effected in accordance with Section 605.0101 et seq. of the Revised Florida Limited Liability Act (collectively, the "Act").

1. Effect of Merger. On the Effective Date (defined below), the separate existence of 1219, 315 and 311 shall cease and shall be merged into 1222, as the surviving entity ("Surviving Entity"). 1222 shall then be fully vested in all of 1219's, 315's and 311's rights, privileges, immunities, powers, and franchises, subject to the restrictions, liabilities, disabilities, and duties of 1219, 315 and 311, all as more particularly set forth in Section 605.1026 of the Act, and the entities described above shall be merged into 1222 as the Surviving Entity, with 1222 membership then being in the percentages noted below.

2. Terms of Transaction for Constituent Entities. On the Effective Date, all of the membership interests of 1219, 315 and 311 issued and outstanding at that time shall, by virtue of the Merger and without any action on the part of 1222, be canceled simultaneously with the effectiveness of the Merger, and such membership interests issued and outstanding on the Effective Date shall instead continue as outstanding membership interests in 1222 as the Surviving Entity held by such members, in the related percentages described below:

1222 MEMBER	INTEREST HELD
THE BARBARA SCHLESINGER UNIFIED CREDIT TRUST F/B/O GREGG A. SCHLESINGER U/A/D JULY 3, 2001, AS AMENDED (EIN #: 30-6580924)	17%
THE BARBARA SCHLESINGER UNIFIED CREDIT TRUST F/B/O SCOTT P. SCHLESINGER U/A/D JULY 3, 2001, AS AMENDED (EIN #: 30-6580923)	17%
THE SHELDON J. SCHLESINGER EXEMPT FAMILY TRUST F/B/O GREGG A. SCHLESINGER, U/A/D JULY 3, 2001, AS AMENDED (EIN #: 30- 6544290)	33%
THE SHELDON J. SCHLESINGER FAMILY TRUST F/B/O SCOTT P. SCHLESINGER, U/A/D JULY 3, 2001, AS AMENDED (EIN #: 30-6544289)	33%

3. 1222 Articles of Organization. The Articles of Organization of 1222, as previously amended and in effect immediately before the Effective Date of the Merger shall, without any changes, be the Articles of Organization of 1222 from and after the Effective Date until further amended as permitted by law.

4. Supplemental Action. If at any time after the Effective Date, 1222 shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate members, officers and managers of 1222 or 1219, 315 or 311, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of 1222, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in 1222, or to otherwise carry out the provisions of this Plan.

5. Filing with the Florida Secretary of State and Effective Date. Each of 1222, 1219, 315 and 311 shall cause their respective members, officers and managers to execute Articles of Merger and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by 1222 as the Surviving Entity to the Florida Secretary of State. In accordance with Section 605.1025 of the Act, the Articles of Merger shall specify the "Effective Date," which shall be December 31, 2023.

6. Amendment and Waiver. Any of the terms or conditions of this Plan may be waived at any time by the one of the Constituent Entities which is, or the member of which is, entitled to the benefit thereof by action taken by the member or manager of such party, or may be amended or modified in whole or in part at any time before the vote of the members of the Constituent Entities by an agreement in writing executed in the same manner (but not necessarily by the same persons), or at any time thereafter as long as such change is in accordance with Section 605.1024 of the Act.

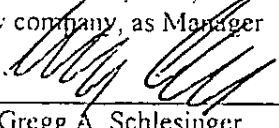
7. Termination. At any time before the Effective Date (whether before or after filing of Articles of Merger), this Plan may be terminated and the Merger abandoned by mutual consent of the members and/or manager of 1222, notwithstanding favorable action by the members, respectively, of the respective Constituent Entities.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have set their hands as of May 9, 2023.

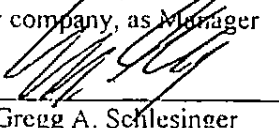
1222 SE 3rd AVENUE LLC,
a Florida limited liability company

By: 1212 SE THIRD AVENUE PROPERTY
MANAGEMENT, LLC, a Florida limited
liability company, as Manager

By: 
Name: Gregg A. Schlesinger
Title: President

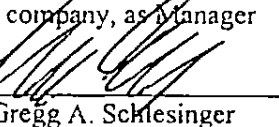
1219 SE Fourth Avenue & Vicinity, LLC,
a Florida limited liability company

By: 1212 SE THIRD AVENUE PROPERTY
MANAGEMENT, LLC, a Florida limited
liability company, as Manager

By: 
Name: Gregg A. Schlesinger
Title: President

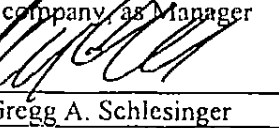
311 SE 13th Street LLC,
a Florida limited liability company

By: 1212 SE THIRD AVENUE PROPERTY
MANAGEMENT, LLC, a Florida limited
liability company, as Manager

By: 
Name: Gregg A. Schlesinger
Title: President

315 SE 13th Street LLC,
a Florida limited liability company

By: 1212 SE THIRD AVENUE PROPERTY
MANAGEMENT, LLC, a Florida limited
liability company, as Manager

By: 
Name: Gregg A. Schlesinger
Title: President