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MERGER OR SHARE EXCHANGE

ADI Barton, LLC

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May 27, 2022

ADI BARTON, LLC
1005 VIERA BLVD STE 201
ROCKLEDGE, FL 32955

SUBJECT: ADI BARTON, LLC
REF: L21000032905

FLORIDA DEPARTMENT OF STATE
Division of Corporations

5-31-2022
ADI Barton, LLC
has now filed its
2022 Annual Report.
Thank you -
D. Langston

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.

Because of recent changes to Chapters 607, 605, and 620, Florida Statutes, your document does not meet current filing requirements. You may download the correct form and instructions from our website www.sunbiz.org.

Or use our form, Articles of Merger for Florida Limited liability Company, as a guide.

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Querida R Silas
Regulatory Specialist II

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**ARTICLES OF MERGER
OF
MALABAR INVESTORS II, LLC,
a Florida limited liability company
WITH AND INTO
ADI BARTON, LLC,
a Florida limited liability company**

MALABAR INVESTORS II, LLC, a Florida limited liability company ("MALABAR INVESTORS II") and ADI BARTON, LLC, a Florida limited liability company ("ADI BARTON"), pursuant to the provisions of Section 605.1025, Florida Statutes hereby certify in connection with the merger of MALABAR INVESTORS II into ADI BARTON that:

1. The name and jurisdiction of the merging limited liability company is Malabar Investors II, LLC, a Florida limited liability company. L 13 - 150902
2. The name and jurisdiction of the surviving entity is ADI Barton, LLC, a Florida limited liability company (Florida Document No. L21000032905).
3. The Agreement and Plan of Merger is attached hereto as Exhibit "A".
4. The Agreement and Plan of Merger was approved by all of the members of Malabar Investors II, LLC on May 20, 2022 in accordance with the applicable provisions of Chapter 605, Florida Statutes.
5. The Agreement and Plan of Merger was approved by all of the members of ADI Barton, LLC on May 10, 2022 in accordance with the applicable provisions of Chapter 605, Florida Statutes.
6. The merger shall become effective June 1, 2022.

IN WITNESS WHEREOF, each of the undersigned has made and subscribed to the Articles of Merger, this 23 day of May, 2022.

MALABAR INVESTORS II, LLC, a Florida limited liability company

By: 
Vishnu Patel, Manager

ADI BARTON, LLC, a Florida limited liability company

By: 
Vishnu Patel, Manager

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Exhibit "A"

AGREEMENT AND PLAN OF MERGER

This Agreement dated this 23 day of May, 2022, by and between **MALABAR INVESTORS II, LLC**, a Florida limited liability company ("MALABAR INVESTORS II") and **ADI BARTON, LLC**, a Florida limited liability company ("ADI BARTON").

RECITALS:

A. The Member of MALABAR INVESTORS II and the Member of ADI BARTON deem it advisable and in the best interests of both entities that MALABAR INVESTORS II be merged with and into ADI BARTON with ADI BARTON being the surviving company pursuant to the laws of the State of Florida and upon the terms and conditions set forth herein; and

B. The Member of MALABAR INVESTORS II and the Member of ADI BARTON have unanimously approved the merger of MALABAR INVESTORS II into ADI BARTON in accordance with the provisions of Section 605.1023, Florida Statutes.

NOW THEREFORE, in consideration of the mutual covenants contained herein, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

**ARTICLE I
MERGER**

1.1 MALABAR INVESTORS II shall be merged with and into ADI BARTON in accordance with the laws of the State of Florida. The separate limited liability company existence of MALABAR INVESTORS II shall thereby cease, and ADI BARTON shall be the surviving limited liability company.

1.2 The surviving company shall be ADI BARTON, LLC, a Florida limited liability company, having a business address of 1005 Viera Blvd, Suite 201, Rockledge, FL 32955.

1.3 The effective date ("Effective Date") of the merger shall be June 1, 2022 at which time the separate existence of MALABAR INVESTORS II shall cease.

1.4 ADI BARTON, the surviving limited liability company, shall possess all rights, privileges, immunities and franchises, to the extent consistent with the Operating Agreement of the merged entities. All of the rights, privileges, powers and franchises of MALABAR INVESTORS II, of a public as well as of a private nature, and all property, real, personal and mixed of MALABAR INVESTORS II, and all debts due it on whatever account, including all causes of action and all and every other interest of it or belonging to it, shall be taken by and deemed to be transferred to and vested in ADI BARTON without further act or deed; and all

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such property, rights, privileges, immunities and franchises, of a public as well as of a private nature, and all and every other interest of MALABAR INVESTORS II shall thereafter be as effectually the property of ADI BARTON as was the case for MALABAR INVESTORS II.

1.5 From and after the Effective Date, ADI BARTON shall be subject to the duties and liabilities of a limited liability company organized under the laws of the State of Florida and shall be liable and responsible for all the liabilities and obligations of the merged entities. The rights of the creditors of the merged entities, or of any person dealing with such entities, or any liens upon the property of such entities, shall not be impaired by this merger, and any claim existing or action or proceeding pending by or against either of such entities may be prosecuted to judgment as if this merger had not taken place, or ADI BARTON may be proceeded against or substituted in place of MALABAR INVESTORS II. Except as otherwise herein set forth, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of ADI BARTON shall continue unaffected and unimpaired by the merger.

ARTICLE II TERMS AND CONDITIONS OF THE MERGER

The terms and conditions of the merger shall be as follows:

2.1 The merger shall become effective June 1, 2022.

2.2 Prior to the Effective Date, each entity shall take all such action as shall be necessary or appropriate in order to effect the merger. If at any time after the Effective Date the parties hereto shall determine that any further conveyance, assignment or other documents or any further action is necessary or desirable in order to vest in, or conform to, the vesting of full title to all of the property, assets, rights, privileges and franchises of the merging limited liability company, or the limited liability company into ADI BARTON, each party agrees to execute and deliver such instruments and take all such further actions as may be necessary or desirable in order to vest in and confirm to ADI BARTON title to and possession of all such property, assets, rights, privileges, immunities and franchises, and otherwise to carry out the purposes of this agreement.

ARTICLE III OPERATING AGREEMENT; MEMBERS

The Operating Agreement of ADI BARTON, as in effect immediately prior to the Effective Date, shall, after the merger, continue to be the Operating Agreement of the surviving limited liability company until duly amended in accordance with the provisions therein set forth and the laws of Florida, and no change to the Operating Agreement shall be effected by the merger.

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**ARTICLE IV
MANNER OF CONVERTING INTERESTS**

Upon the Effective Date, each Member Unit of MALABAR INVESTORS II shall be converted into one Member Unit of ADI BARTON.

**ARTICLE V
MISCELLANEOUS**

5.1 This Agreement shall be binding on and shall inure to the benefit of the parties and their respective heirs, devisees, legal representatives, successors, and permitted assigns.

5.2 In connection with any dispute arising under, from, or as a result of this Agreement, the parties agree that the prevailing party or parties shall be entitled to recover all costs or expenses incurred, including reasonable attorneys' fees and fees for the services of accountants, paralegal, legal assistants, and similar persons (including any appeals from any litigation and enforcement of judgments).

5.3 This Agreement may not be modified orally or in any other manner than by an agreement in writing signed by the party against whom the enforcement is sought.

5.4 This Agreement and Plan of Merger has been approved, adopted, certified, executed and acknowledged by the member of MALABAR INVESTORS II and by the members of ADI BARTON.

IN WITNESS WHEREOF, the parties hereto have executed this Agreement under seal as of the date first stated above.

MALABAR INVESTORS II, LLC, a Florida limited liability company

By: 

Vishnu Patel, Manager

ADI BARTON, LLC, a Florida limited liability company

By: 

Vishnu Patel, Manager