

L2100018730

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP     WAIT     MAIL

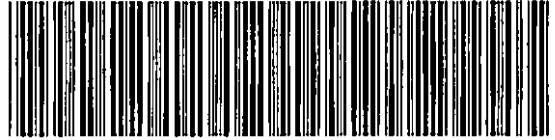
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



800363235848

04/05/21--01044--002 \*\*50.00

FILED  
2021 APR -5 AM 11:19  
TALLAHASSEE, FL

*Merger*

JUN 06 2021  
I ALBRITTON

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Duru Media, 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:

**Samuel T. Houston**

Contact Person

**Williams & Coleman, P.A**

Firm/Company

**701 East Tennessee Street**

Address

**Tallahassee, Florida 32308**

City, State and Zip Code

**zekiakdemir@gmail.com (for future annual reports)**

E-mail address: (to be used for future annual report notification) Email **Samuel Houston at Shouston@williamscoleman.law** for any updates or questions regarding the filing and processing of the enclosed merger documents.

For further information concerning this matter, please call:

**Sam Houston**

at ( **850** ) **222- 0013**

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

**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>
Duru Media, LLC	Florida	LLC
Duru, LLC	Maine	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>
Duru Media, LLC	Florida	LLC

**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).

**FILED**  
 2021 APR -5 AM 11:19  
 CLERK OF SUPERIOR COURT  
 JEFFERSON COUNTY, MISSISSIPPI

**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:

---



---



---

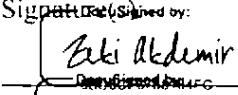
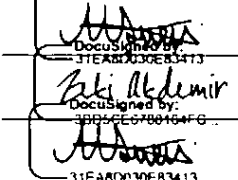
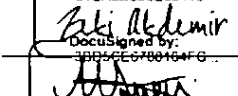

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**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:

**April 1st, 2021**

**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:
Duru Media, LLC		Zeki Akdemir
Duru, LLC		Mehmet Duru
		Zeki Akdemir
		Mehmet Duru

- 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>Fees:</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>Certified Copy (optional):</b>	\$30.00

**AGREEMENT AND PLAN OF MERGER  
OF  
DURU, LLC (ME)  
WITH AND INTO  
DURU MEDIA, LLC (FL)**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Title 31, Section 1641 – 1644, Maine Statutes 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>
DURU MEDIA, LLC	Florida
DURU, LLC	Maine

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

<u>Name</u>	<u>Jurisdiction</u>
DURU MEDIA, LLC	Florida

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

a. Duru, LLC (ME) shall merge into Duru Media, LLC (FL) and the separate existence of Duru, LLC (ME) shall cease in accordance with the applicable provisions of the limited liability company law of the State of Merger. Duru Media, 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 Duru, LLC (ME) 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 Maine will cease upon the effective date of this merger.

b. Duru, LLC (ME) shall transfer all of its assets to Duru Media, LLC (FL) and Duru Media, LLC (FL) hereby assumes and shall be held responsible for any and all liabilities of Duru, LLC (ME).

**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 Duru, LLC (ME) shall deliver to Duru Media, LLC (FL) the certificates representing all of the outstanding Membership Interests of Duru, LLC (ME) which shall be exchanged for the equivalent stock/membership interests in the surviving company Duru Media, 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.

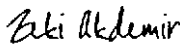
**FIFTH:** Surviving company:

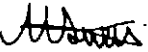
a. The Articles of Incorporation of Duru Media, LLC (FL) in effect immediately prior to the effective time of the merger shall be the Articles of Incorporation following the effective date of the merger.

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

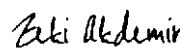
c. From and after the effective date of the merger, the Managers of Duru Media, LLC (FL) shall be the Managers of the surviving company.

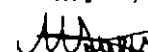
**Duru Media, LLC (FL)**

DocuSigned by:  
 3/30/2021  
38D5CE9789164FC  
Zeki Akdemir Date  
Manager and Controlling Shareholder

DocuSigned by:  
 3/29/2021  
31EAB0030E03413  
Mehmet Duru  
Minority Shareholder

**Duru, LLC (ME)**

DocuSigned by:  
 3/30/2021  
38D5CE9789164FC  
Zeki Akdemir Date  
Manager and Controlling Shareholder

DocuSigned by:  
 3/29/2021  
31EAB0030E03413  
Mehmet Duru  
Minority Shareholder

**UNANIMOUS WRITTEN CONSENT OF THE MEMBERS  
OF  
DURU MEDIA, LLC  
A FLORIDA LIMITED LIABILITY COMPANY**

The signatories, both being Members ("Members") of Duru Media, LLC, a Florida limited liability company (the "**Company**") acting by unanimous written consent without a meeting pursuant to Section 605.04073 of the Florida Revised Limited Liability Company Act, does hereby consent to the adoption of the following resolutions:

Approval of Merger with Duru, LLC (ME)

**WHEREAS**, in the opinion of the Members and Managers, it is advisable and in the best interests of the Company that the Company be merged with Duru, LLC (ME) in accordance with the Florida Revised Limited Liability Company Act (RLLCA), pursuant to section 605.04073, Florida Statutes and Title 31 § 1642 of the Maine Revised Statutes.

**WHEREAS**, the merger would be carried out in accordance with the terms and provisions of the AGREEMENT AND PLAN OF MERGER OF DURU, LLC (ME) WITH AND INTO DURU MEDIA, LLC (FL) (the "AGREEMENT AND PLAN OF MERGER"), a copy of which is attached hereto as Exhibit I and hereby made a part hereof; and

**WHEREAS**, the Members desire to execute this Unanimous Written Consent in lieu of formally holding a meeting and agrees that the adoption of the following resolutions shall be valid and have the same force and effect as though such resolutions had been adopted at a formal meeting.

**NOW, THEREFORE, BE IT RESOLVED**, that the AGREEMENT AND PLAN OF MERGER be, and the same hereby is, approved and adopted; and

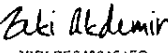
**FURTHER RESOLVED**, that the ARTICLES OF MERGER OF DURU, LLC (ME) WITH AND INTO DURU MEDIA, LLC (FL) (the "ARTICLES OF MERGER"), a copy of which is attached hereto and the same hereby be approved and adopted; and

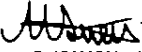
**FURTHER RESOLVED**, that the Managers hereby are authorized and directed to do and perform or cause to be done and performed all such acts, deeds, and things, and to make, execute, and deliver, or cause to be made, executed, and delivered, all such agreements, undertakings, documents, instruments, or certificates in the name of the Company and to retain such counsel, agents, and advisors and to incur and pay such expenses, fees, and taxes as are, in the opinion of the Managers of the Company executing the same, considered necessary or advisable (such necessity or advisability to be conclusively evidenced by the execution thereof) to effectuate or carry out fully the purpose and interest of all of the resolutions contained in this Unanimous Written Consent; and that any and all such actions taken or to be taken by the Managers relating to and within the terms of these resolutions are hereby adopted, affirmed, approved, and ratified in all respects as the act and deed of the Company.

This Unanimous Written Consent may be executed in multiple counterparts, each of which shall be considered an original and all of which together shall be deemed one instrument.

The undersigned direct that an executed copy of this Unanimous Written Consent, including multiple counterparts, shall be filed with the minutes of the proceedings of the member.

**IN WITNESS WHEREOF**, the undersigned Managers of the Company have duly executed this Unanimous Written Consent as of the 31st day of March, 2021.

DocuSigned by:  
 3/30/2021  
30D5EE6700164FC...  
Zeki Akdemir Date  
Manager and Member

DocuSigned by:  
 3/29/2021  
31EA0D030E03413...  
Mehmet Duru Date  
Member