

h21 000 146386

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

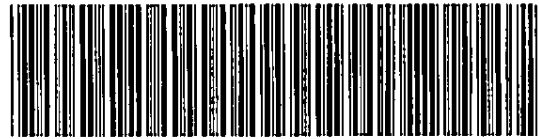
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200365298482

07/13/21--0107--020 **75.00

05/05/21--01007--020 **75.00

2021 JUL 10 PM 5:38

FILED

cc
N. J. Ringer

JUL 12 2021
I ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: **MOORE VP MANAGEMENT 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:

ALEX DUNLAP

Contact Person

GALBRAITH PLLC

Firm/Company

999 VANDERBILT BCH #509

Address

NAPLES, FL 34108

City, State and Zip Code

TERRY.W.MOORE@ME.COM

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

For further information concerning this matter, please call:

Alex Dunlap at (**239**) **325-2300**

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 19, 2021

GALBRAITH, PLLC
999 VANDERBILT BEACH ROAD
STE. 509
NAPLES, FL 34108-3507

SUBJECT: MOORE VP MANAGEMENT, LLC
Ref. Number: L21000146386

We have received your document for MOORE VP MANAGEMENT, LLC and your check(s) totaling \$75.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

The fee to file the merger is \$25.00 per entity and \$30.00 for a certified copy.

There is a balance due of \$5.00.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 621A00013861

**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>
MOORE VP MANAGEMENT LLC	FLORIDA	LLC
MOORE VP MANAGEMENT LLC	CALIFORNIA	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>
MOORE VP MANAGEMENT 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 JUL 10 PM 5:38
CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF DADE
FLORIDA

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

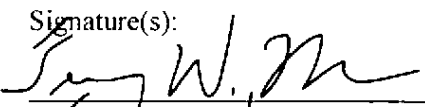
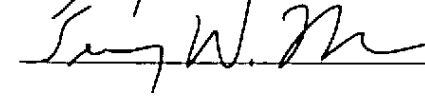
- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited 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:
MOORE VP MANAGEMENT LLC		Terry Moore, Manager
MOORE VP MANAGEMENT LLC		Terry Moore, Manager

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

AGREEMENT AND PLAN OF MERGER
OF
MOORE VP MANAGEMENT LLC
A CALIFORNIA LIMITED LIABILITY COMPANY
WITH AND INTO
MOORE VP MANAGEMENT LLC
A FLORIDA LIMITED LIABILITY COMPANY

THIS AGREEMENT AND PLAN OF MERGER (this "**Plan of Merger**") is made on April 26, 2021, and it shall be effective as of May 1, 2021, by and between MOORE VP MANAGEMENT LLC, a Florida limited liability company (the "**Surviving Company**"), and MOORE VP MANAGEMENT LLC, a California limited liability company (the "**Merging Company**"). pursuant to and in accordance with the applicable provisions of the Florida Revised Limited Liability Company Act and the California Revised Uniform Limited Liability Company Act.

RECITALS

- A. The Surviving Company is a limited liability company, duly organized and validly existing under the laws and of the State of Florida.
- B. The Merging Company is a limited liability company, duly organized and validly existing under the laws of the State of California.
- C. Section 605.1021 of the Florida Revised Limited Liability Company Act and Section 17710.11 of the California Revised Uniform Limited Liability Company Act (collectively, the "**Acts**").
- D. The Surviving Company and the Merging company desire to enter into a merger pursuant to the Acts, subject to the terms and conditions of this Plan of Merger.
- E. The Companies have considered and approved this Plan of Merger.

NOW, THEREFORE, in consideration of the foregoing and for the purpose of setting forth the terms, conditions, and method of effecting this Plan of Merger, the Merging Company and the Surviving Company hereby agree as follows:

Article 1
Parties to the Merger

The parties to the Merger are the Surviving Company and the Merging Company. The sole-member of the Surviving Company and the sole-member of the Merging Company has consented to the Merger.

Article 2
Effective Date of the Merger

The Merger shall be effective on May 1, 2021 (the "Effective Date") that the Articles of Merger are filed with the Florida Secretary of State.

Article 3
Surviving Company

The Surviving Company in the merger shall be Moore VP Management, LLC, a Florida limited liability company (Document ID: L21000146386).

Article 4
California Secretary of State & Forwarding of Process

The Surviving Company agrees to be served in California in a proceeding for the enforcement of an obligation of the Merging Company. The Surviving Company irrevocably appoints California's Secretary of State as the entity's agent for service of process. California's Secretary of State may forward all process to 411 Walnut Street, #16601, Green Cove, Springs, Florida 32043.

Article 5
Succession of Rights and Liabilities

On the Effective Date, the effect of the Merger shall be as provided in section 605.1026 of the Florida Revised Limited Liability Company Act and Section 17710.16 of the California Revised Uniform Limited Liability Company Act, including all of the rights, all the rights and property, whether real, personal, or mixed, of each of the Merging Company and the Surviving Company, and shall be subject to all the debts and liabilities of each in the same manner as if the Surviving Company had itself incurred them. All rights of creditors and all liens upon the property of each of the Merging Company and the Surviving Company and shall be preserved unimpaired and may be enforced against the Surviving Company to the same extent as if the debt, liability, or duty which gave rise to that lien had been incurred or contracted by the Surviving Company, provided that such liens upon the property of the Merging Company shall be limited to the property affected thereby immediately prior to the time the merger is effective. Any action or proceeding pending by or against the Merging Company may be prosecuted to judgment, which shall bind the Surviving Company, and the Surviving Company may be proceeded against or be substituted in the place of the Merging Company.

On the Effective Date, the provision of the Articles of Organization the Surviving Company shall govern the Surviving Company and the rights and obligations of its members. The Surviving entity appoints California's Secretary of State

Article 6
Conversion of Owner's Interests

Terry Moore, the sole-member, and owner of the Merging Company shall remain the sole-member and owner of the Surviving Company. Terry Moore's membership interest in the Merging Company shall be converted into the membership interest of the Surviving Company. The Surviving Company agrees to pay any holder of a dissenting interest or share in the Merging Company in accordance with California law.

Article 7
Further Actions

Terry W. Moore, as the authorized member, and Manager for and on behalf the Merging Company and Surviving Company, shall take all actions and execute and deliver for filing all documents necessary to complete the merger including, but not limited to the Articles of Merger pursuant to Section 605.1021 of the Florida Revised Limited Liability Company Act and Section 17710.11 of the California Revised Uniform Limited Liability Company Act.

Article 8
General Provisions

This Plan of Merger may be executed in any number of counterparts, each of which shall be deemed to be original and all of which taken together shall constitute one and the same instrument. A facsimile and electronically transmitted signature shall constitute an original signature. The Plan of Merger is subject to the Florida Uniform Electronic Transactions Act and the California Uniform Electronic Transactions Act.

The undersigned parties have executed this Plan of Merger, as of the date first written above.

**MOORE VP MANAGEMENT, LLC, a
Florida limited liability company**

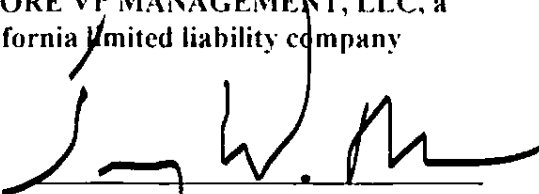
By: _____



Terry W. Moore, its member and
Manager

MOORE VP MANAGEMENT, LLC, a
California limited liability company

By:



Terry W. Moore, its member and
Manager