

L21 000284006

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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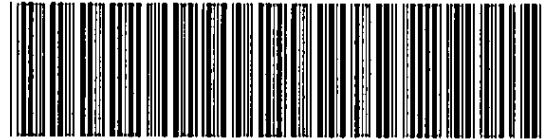
(Business Entity Name)

(Document Number)

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 31, 2021

THE COHRS LAW GROUP, P.A.
% DENNIS A. CHORS
2841 EXECUTIVE DRIVE - STE. 120
CLEARWATER, FL 33762

SUBJECT: 16GB, LLC
Ref. Number: L21000284006

We have received your document for 16GB, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The fee to file the merger is \$25.00 per entity and \$25.00 for the amended and restated articles.

There is a balance due of \$25.00.

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: 921A00018014

THE COHRS LAW GROUP, P.A.

ATTORNEYS AND COUNSELORS AT LAW

2841 EXECUTIVE DRIVE•SUITE 120•CLEARWATER•FLORIDA•33762
VOICE (727) 540-0001•FAX (727) 540-0027
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† Denis A. Cohrs, Esq.
Matthew R. Payne, Esq.

† Board Certified Real Estate Attorney

July 7, 2021

Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: 16GB, LLC
Document Number: L21000284006

Dear Sirs:

Enclosed for filing is one (1) original and (1) copy of the Amended and Restated Articles of Organization for 16GB, LLC.

Also enclosed for filing is one (1) original and (1) copy of the Plan and Articles of Merger which merge a Massachusetts limited liability company by the same name into the Florida limited liability company which shall survive. I request that the Plan and Articles of Merger be filed immediately after the filing of the Amended and Restated Articles of Organization.

A check is enclosed for payment of the required filing fees. Please return a filed stamped copy of the Amended and Restated Articles and Plan and Articles of Merger in the postage paid envelope provided. Should you have any questions, please contact our office.

Sincerely,

Denis A. Cohrs

DAC/kc:
Enclosures as stated above.

PLAN AND ARTICLES OF MERGER

THIS PLAN AND ARTICLES OF MERGER is made and entered into this 6th day of July, 2021, by and between **16GB, LLC**, a limited liability company organized and existing under the laws of the State of Florida (hereinafter referred to as "Surviving Entity"), and **16GB, LLC** a limited liability company organized and existing under the laws of the State of Massachusetts (hereinafter referred to as "Merged Entity").

RECITALS

A. Surviving Entity was organized as a Florida limited liability company pursuant to Articles of Organization filed in the office of the Secretary of State of the State of Florida reflecting an effective date of Organization of June 18, 2021, under document number L21000284006.

B. Merged Entity was organized pursuant to Articles of Organization, by its Certificate of Organization, which was filed in the office of the Secretary of the Commonwealth of the Commonwealth of Massachusetts on February 26, 2019, under identification number 001370514.

C. The members of each of the Surviving Entity and the Merged Entity deem it advisable and in the best interest of the respective members that Merged Entity should be merged into Surviving Entity, and that Surviving Entity merge Merged Entity into itself, pursuant to the terms and conditions hereinafter set forth.

NOW, THEREFORE, the parties hereto hereby agree to this Plan and Articles of Merger and the terms and conditions of the aforesaid merger and the mode of carrying the same into effect are as follows:

1. Entities.

The name, principal business address and Federal Employer Identification Number of the entities involved in this merger are as follows:

- (a) Surviving Entity
16GB, LLC, a Florida limited liability company
20230 Gulf Blvd.
Indian Shores, FL 33785
FEIN: 87-1365989
- (b) Merged Entity
16GB, LLC, a Massachusetts limited liability company
20230 Gulf Blvd.
Indian Shores, FL 33785
FEIN: xxx-xx-x776 (member ss #).

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2. Merger.

Merged Entity shall be and is hereby merged into Surviving Entity, and Surviving Entity shall and does hereby merge Merged Entity into itself. Surviving Entity shall continue to be governed by the laws of the State of Florida. A duplicate original of this Plan and Articles of Merger shall be filed with both the Secretary of State of the State of Florida and the Secretary of the Commonwealth of the Commonwealth of Massachusetts.

3. Conversion of Membership; Appraisal Rights; Cancellation of Merged Entity Charter.

(a) The manner of converting the outstanding membership interests of the Merged Entity into the membership interests of Surviving Entity shall be an equal conversion of all of the membership interests of Merged Entity into all of the membership interests of Surviving Entity.

(b) Surviving Entity agrees to pay any members with appraisal rights the amount, to which members are entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes.

(c) Upon the filing of this Plan and Articles of Merger with the Secretary of the Commonwealth of the Commonwealth of Massachusetts, the charter of Merged Entity shall be cancelled.

4. Terms of Merger.

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

(a) Surviving Entity shall pay all expenses of carrying this Plan and Articles of Merger into effect and of accomplishing the merger.

(b) Upon the Effective Date of this merger, the separate existence of Merged Entity shall cease, the Merged Entity's charter shall be cancelled, Merged Entity shall be merged into Surviving Entity in accordance with the provisions of this Plan and Articles of Merger, and Surviving Entity shall possess all the rights, privileges, immunities, powers and franchises of a public and a private nature, and shall be subject to all the restrictions, disabilities and duties of each of the merging Entities, and shall have all of the rights, privileges, powers and franchises of each of the merging Entities; and all property, real, personal and mixed, and all debts due to each of the merging Entities shall be vested in Surviving Entity, and all property, rights and privileges, powers and franchises of the merging Entities and all and every other interest of them shall be thereafter the property of Surviving Entity as they were of the respective merging Entities; and the title to real estate, whether by deed or otherwise, vested in any of the merging Entities shall not revert or be in any way impaired by reason of this merger, provided that all rights of creditors and all liens upon the property of the merging Entities shall be preserved unimpaired; and all debts, liabilities and duties of Merged Entity shall thenceforth attach to Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Surviving Entity shall cause a copy of this Plan and Articles of Merger certified by the Department of State of the State of Florida to be filed in the office of the official who is the recording officer of each County and State in which real property, if any, of Merged Entity is situated.

(c) If, at any time, Surviving Entity shall deem it advisable that any further assignments or assurances in law or any things necessary or desirable to vest in Surviving Entity, according to the terms hereof, the title to any property or rights of Merged Entity, the proper officers and directors of Merged Entity shall execute and make all such proper assignments and assurances and do all things necessary and proper to vest title in such property or rights in Surviving Entity, and otherwise to carry out the purposes of this Plan and Articles of Merger.

5. Registered Agent.

In the event that Surviving Entity shall continue to conduct business in the Commonwealth of Massachusetts and does not continually maintain an agent for the service of process in the Commonwealth, Surviving Entity hereby irrevocably appoints the Secretary of the Commonwealth to be its true and lawful attorney upon whom all lawful process in any action or proceeding in the Commonwealth may be served in the manner set forth in M.G.L. Chapter 156D, §15.10.

6. Amendment.

Surviving Entity shall have the right to amend, alter, change or repeal any provisions contained in this Plan and Articles of Merger or which may be contained in the Articles of Organization of Surviving Entity, in the manner now and hereafter prescribed by said laws, and all rights conferred upon members are granted subject to this reservation.

7. Filing and Effective Date.

(a) This Plan and Articles of Merger shall be filed with the Secretary of State of the State of Florida and with the Secretary of the Commonwealth of the Commonwealth of Massachusetts.

(b) This merger shall be effective on the date on which this Plan and Articles of Merger are filed with both the Secretary of State of the State of Florida and the Secretary of the Commonwealth of the Commonwealth of Massachusetts.

8. Plan Availability.

A copy of this Plan and Articles of Merger is on file at the offices of the Surviving Entity and shall be furnished on request, without cost, to any person holding an interest in any limited liability company that is a party to the merger.

9. Counterparts.

In order to facilitate the filing and recording of this Plan and Articles of Merger, the same may be simultaneously executed in several counterparts, each of which shall be deemed to be an original, and such counterparts shall together constitute one and the same instrument.

10. Approval.

This Plan and Articles of Merger were Approved and Adopted by unanimous vote of all of the members of both the Merged Entity and the Surviving Entity on the date of the execution hereof.

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[Signature Page Follows]

[Signature Page]

IN WITNESS WHEREOF, the parties hereto have caused this Plan and Articles of Merger to be executed by the managing member and authorized representative of each pursuant to authority given by their respective members:

16GB, LLC,
a Massachusetts limited liability company

By: Madhu S. Kumar
Madhu S. Kumar, Member

16GB, LLC,
a Florida limited liability company

By: Madhu S. Kumar
Madhu S. Kumar, Member