

L21000484273

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

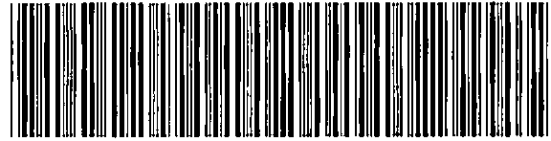
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



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RECEIVED

2022 MAR -7 PM 12:11

ALLAHASSEE, FLORIDA

FILED

2022 MAR -7 AM 8:21

ALLAHASSEE, FLORIDA

Menger

MAR 08 2022

I ALBRITTON

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive Tallahassee, Florida 32312

(850) 656-4724

DATE 3/7/2022

****WALK IN****

ENTITY NAME MMSC NIPOTI LLC

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certified Copy of Arts & Amendments Complete File (Including Annual Reports)

Certificate of Status

Certificate of Status Reflecting: _____

****APOSTILLE' / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED \$ 50.00

ACCOUNT # 120160000072

Signature

Please call Tina at the above number for any issues or concerns. Thank you so much!

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 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.

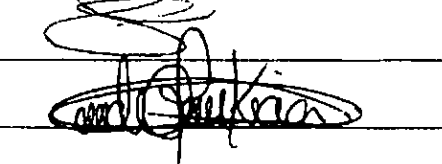
SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Nipoti Investments, LLC

MMSC Nipoti, LLC

Signature(s):



Typed or Printed
Name of Individual:

Sabrina Conde

Kiara Conde de Coburn

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

The following Plan of Merger is entered into as of March 2, 2022, between MMSC NIPOTI, LLC, a Florida limited liability company (the Surviving Company), and NIPOTI INVESTMENTS, LLC, a Delaware limited liability company (the Merging corporation).

FIRST: The name and jurisdiction of incorporation of the **surviving** company is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
MMSC NIPOTI, LLC	Florida	L21000484273

SECOND: The name and jurisdiction of incorporation of the **merging** company is:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
NIPOTI INVESTMENTS, LLC	Delaware	6645062

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

THE MERGER

3.1 **Effective Time: Merging Companies**. Upon the terms and subject to the conditions of this Plan of Merger and the applicable provisions of Florida Law, effective as of the date of Filing with the Florida Department of State (hereafter the "**Effective Time**"), NIPOTI INVESTMENTS, LLC, a limited liability company organized and existing under the laws of the State of Delaware (hereafter "**MERGING Company**"), shall be merged with and into MMSC NIPOTI, LLC, a Florida limited liability company with MMSC NIPOTI, LLC, remaining as the surviving company (the "**Surviving Company**").

3.2 **Articles of Incorporation: Regulations**. (a) At the Effective Time, the Articles of Organization of Surviving Company, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Company until thereafter amended as provided by law. (b) At the Effective Time, the Operating Agreement of Surviving Company as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Company until thereafter amended as provided by law.

FOURTH: The manner and basis of converting the interests of each company into shares, obligations, or other securities of the Surviving Company or other company or, in whole or in part, into cash or other property and the manner and basis of converting rights to acquire interests of each company into rights to acquire shares, 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) Conversion of Interests. By virtue of this merger and without further action by the holder thereof, all the membership interests of Merging Company issued and outstanding immediately prior to the Effective Time, shall without more be converted into and exchanged for membership interests of the Surviving Company. Each interests of the Surviving Company that is issued and outstanding on the Effective Date shall continue as 1/50th of an outstanding share of the Surviving Company.
- (b) Satisfaction of Rights of Merging Company Members: All interests of the Surviving Company's membership interest into which Merging Company's Member's interest shall have been converted and exchanged for under this Plan of Merger shall be deemed to have been paid in full satisfaction of the converted interests.
- (c) Effect of Merger: On the Effective Time, the separate existence of Merging Company shall cease, and the Surviving Company shall be fully vested in Surviving Company's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, and duties.
- (d) Consent of Constituent Companies: The undersigned companies have each delivered authorizing resolutions unanimously consenting to and authorizing this Plan of Merger.


FIFTH: Taking of Necessary Action; Further Action. If, at any time after the Effective Time, the Surviving Company shall consider or be advised that any deeds, bills of sale, assignments, assurance or any other types of actions or things are necessary or desirable to vest, perfect or confirm of record or otherwise in the Surviving Company its right, title or interest in, to or under any of the rights, properties or assets of Merging Company or to be acquired by the Surviving Company as a result of, or in connection with the merger, or to otherwise carry out this Plan of Merger or the Articles of Merger, the Managers of the Surviving Company shall and will be authorized to execute and deliver in the name and on behalf of the Surviving Company and Merging Company, all such deeds, bills of sale, assignments, assurance or any other types of documents and instruments and to take and do in the name and on behalf of the Surviving Company and Merging Company, all such other actions and things as may be necessary or desirable to vest, perfect or confirm any and all right, title and interest in, to, and under such rights, properties or assets in the Surviving Company or to otherwise carry out this Plan of Merger and the Articles of Merger.

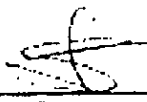
[SIGNATURE PAGE FOLLOWS]

Dated the 2nd day of March 2022

The Surviving Company:

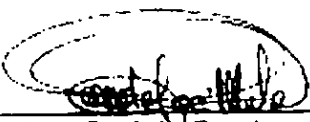
MMSC NIPOTI, LLC, a Florida
limited liability company

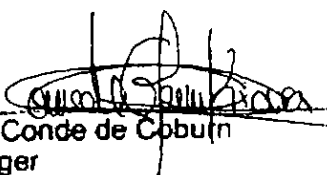
By: 
Maria Mirca Soci de Conde
Manager

By: 
Sabrina Conde
Manager

The Merging corporation:

NIPOTI INVESTMENTS, LLC, a
Delaware limited liability company

By: 
Maria Mirca Soci de Conde
Manager

By: 
Kiara Conde de Coburn
Manager