

L21000525673
Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Moffitt, LLC

Certificate of Status	0
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JAN 3 - 2022

S. PRATHER

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ARTICLES OF MERGER
and
PLAN OF MERGER
by and between
MOFFITT FAN CORPORATION,
with
MOFFITT, LLC
AS THE SURVIVING ENTITY

FILED
2021 DEC 29 PM 1:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THESE ARTICLES OF MERGER AND PLAN OF MERGER (the "*Articles of Merger*") are made and entered into this 28th day of December, 2021, by and between MOFFITT, LLC, a Florida limited liability company, the document number of which is L21000525673, and its principal office located at 1351 13th Avenue South, Suite 130, Jacksonville Beach, Florida 32250 (the "*Surviving Entity*"), and MOFFITT FAN CORPORATION, a New York corporation, the charter number of which is 1767510, and its principal office located at 1351 13th Avenue South, Suite 130, Jacksonville Beach, Florida 32250 (the "*Disappearing Entity*"). In these Articles of Merger, the Surviving Entity and the Disappearing Entity are collectively referred to as the "*Constituent Entities*."

In conjunction with the reorganization of the Surviving Entity and the Disappearing Entity, the sole member of each entity has determined (1) it to be in its best interest to transfer the assets of the Disappearing Entity to the Surviving Entity, and (2) that the most efficient method of making such transfer is to cause the Disappearing Entity to merge with and into the Surviving Entity pursuant to the terms and conditions set forth in these Articles of Merger (the "*Merger*").

NOW, THEREFORE, the Constituent Entities, in consideration of the mutual covenants, agreements and provisions set forth below, have agreed that the Disappearing Entity will merge with and into the Surviving Entity pursuant to the laws of the State of Florida upon the terms and conditions set forth below.

ARTICLE I
MERGER

As of the date that these Articles of Merger are filed with the Secretary of State of the State of Florida, the Disappearing Entity shall be merged with and into the Surviving Entity. Upon the approval of these Articles of Merger by the Secretary of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, these Articles of Merger shall be filed with the Secretary of State of the State of Florida. The Merger shall be effective and the separate existence of the Disappearing Entity shall cease (except as continued by statute) as of the Effective Date. Following the Merger, the Surviving Entity shall continue to be governed by the laws of the State of Florida.

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ARTICLE II

OUTSTANDING MEMBERSHIP INTERESTS

The shareholder of the Disappearing Entity is the sole member of the Surviving Entity; as a result, the sole member of the Surviving Entity will not receive an additional membership interest in the Surviving Entity as a result of the Merger.

ARTICLE III

TERMS AND CONDITIONS

(a) The Articles of Organization of the Surviving Entity in effect on the Effective Date of the Merger shall remain in full force and effect as the Articles of Organization of the Surviving Entity.

(b) The principal office of the Surviving Entity shall be 1351 13th Avenue South, Suite 130, Jacksonville Beach, Florida 32250.

(c) If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of the Disappearing Entity, the proper managers, officers and representatives of the Disappearing Entity or the Surviving Entity shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Entity or otherwise to carry out the intent or accomplish the purposes of these Articles of Merger.

ARTICLE IV

EFFECT OF MERGER

The merger shall be effective as of December 31, 2021, and upon the effectiveness of the Merger, (a) the separate existence of the Disappearing Entity, except insofar as it may be continued by statute, shall cease, and (b) the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of the Disappearing Entity, and all the rights, privileges, immunities, powers and franchises of the Disappearing Entity and all property, real, personal and mixed, and all debts due or belonging to the Disappearing Entity, shall be vested in the Surviving Entity; all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Entity, and the title to any real estate vested by deed or otherwise in the Disappearing Entity shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of the Disappearing Entity shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of the Disappearing Entity attach to and shall be assumed by the Surviving Entity, and may be enforced against the Surviving Entity to the same extent as if those debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Entity.

**ARTICLE V
AUTHORIZATION OF MERGER**

The merger between the Surviving Entity and the Disappearing Entity was approved pursuant to the provisions of Sections 605.1021 through 605.1023, and 607.1101, Florida Statutes.

**ARTICLE VI
MANAGEMENT**

Immediately upon and after the merger of the Disappearing Entity with and into the Surviving Entity, John D. Moffitt shall serve as the manager of the Surviving Entity until his successor is elected and qualified or at his earlier resignation or removal.

**ARTICLE VII
APPRAISAL RIGHTS**

Pursuant to Sections 605.1006 and 605.1061 through 605.1072, Florida Statutes, the Surviving Entity agrees to pay appraisal rights to the shareholder of the Disappearing Entity to the effect that such shareholder is entitled to appraisal rights under New York law.

**ARTICLE VIII
COMPLIANCE WITH LEGAL REQUIREMENTS**

All provisions of the laws of the State of Florida applicable to the Merger have been or will be complied with upon the filing and recording of these Articles of Merger with the Secretary of State of the State of Florida.

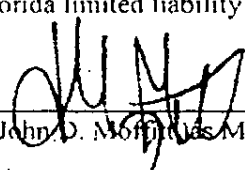
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IN WITNESS WHEREOF, the Constituent Entities have executed these Articles of
Merger as of December 28th, 2021.

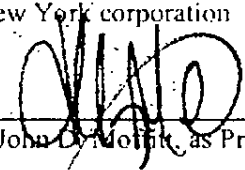
SURVIVING ENTITY:

MOFFITT, LLC,
a Florida limited liability company

By: 
John D. Moffitt, as Manager

DISAPPEARING ENTITY:

MOFFITT FAN CORPORATION,
a New York corporation

By: 
John D. Moffitt, as President

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