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MERGER OR SHARE EXCHANGE

Sea Breeze Management of Sarasota, LLC

Certificate of Status	0
Certified Copy	1
Page Count	03
Estimated Charge	\$68.75

Effective Date: December 31, 2021

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STATE OF FLORIDA
ARTICLES OF MERGER OF
SEA BREEZE MANAGEMENT COMPANY
INTO
SEA BREEZE MANAGEMENT OF SARASOTA, LLC

FILED
2021 DEC 27 PM 3:04
TALLAHASSEE, FLORIDA
F01-5171
L21-5321

Sea Breeze Management of Sarasota, LLC, a Florida limited liability company (the "FL Company"), hereby delivers to the Department of State for filing the following Articles of Merger for the merger of Sea Breeze Management Company, a New Jersey corporation, qualified in Florida as a foreign corporation, and conducting business as Sea Breeze Realty - Sea Breeze Inc in Florida (the "NJ Corporation"), with and into the FL Company. The FL Company shall be the surviving business entity.

1. A true copy of the Plan of Merger is attached hereto as "Exhibit A" (the "Plan of Merger").
2. The Plan of Merger was approved by the NJ Corporation in accordance with the New Jersey Business Corporation Act.
3. The Plan of Merger was approved by the FL Company in accordance with Section 605.1023, Florida Statutes.
4. The FL Company agrees to pay any members with appraisal rights the amount, to which members are entitled under Sections 605.1006 and 605.1061 through 605.1072, Florida Statutes.
5. The effective date of the merger is December 31, 2021.

IN WITNESS WHEREOF, these Articles of Merger have been executed and delivered this ~~21st~~ 27th day of December 2021.

SEA BREEZE MANAGEMENT
COMPANY,

a New Jersey corporation

By: John Rosso
John Rosso
As its Chief Executive Officer

SEA BREEZE MANAGEMENT OF
SARASOTA, LLC,

a Florida limited liability company

By: John Rosso
John Rosso
As its Manager

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EXHIBIT A
PLAN OF MERGER
OF SEA BREEZE MANAGEMENT COMPANY
WITH AND INTO
SEA BREEZE MANAGEMENT OF SARASOTA, LLC

Sea Breeze Management Company, a New Jersey corporation, qualified in Florida as a foreign corporation, and Sea Breeze Management of Sarasota, LLC, a Florida manager-managed limited liability company, hereby adopt and approve the following plan as the Plan of Merger required by Section 14A:10-1, New Jersey Statutes, and Section 605.1022, Florida Statutes. The terms of the Plan of Merger are as follows:

1. The names of the business entities planning to merge are Sea Breeze Management Company, a New Jersey corporation, qualified in Florida as a foreign corporation (the "Corporation"), and Sea Breeze Management of Sarasota, LLC, a Florida manager-managed limited liability company (the "Company"). As a result of the merger, the Corporation will be merged with and into the Company, the separate corporate existence of the Corporation will cease, and the Company will be the surviving business entity (the "Merger").

2. The Merger shall be effective on December 31, 2021 (the "Effective Date").

3. On the Effective Date of the Merger, the effect of the Merger will be as provided in this Plan of Merger and the applicable provisions of the New Jersey Business Corporation Act and the Florida Revised Limited Liability Company Act. Without limiting the generality of the foregoing, on the Effective Date of the Merger, all properties, rights, privileges, and powers of the Corporation will vest in the Company, as the surviving business entity, and all liabilities and obligations of the Corporation will become the liabilities and obligations of the Company, as the surviving business entity.

4. The Company, as the surviving business entity, will continue to exist under the name of Sea Breeze Management of Sarasota, LLC, a Florida manager-managed limited liability company, pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of the Corporation, as the terminating business entity, shall cease upon the Effective Date of the Merger in accordance with the provisions of the New Jersey Business Corporation Act.

5. As a result of the Merger, the membership units in the Company immediately prior to the Effective Date of the Merger will be cancelled.

6. As a result of the Merger, the Company will issue, to each shareholder of the Corporation whose shares were issued and outstanding immediately prior to the Effective Date of the Merger, the same number of membership units in the Company with identical designations, preferences, limitations, and relative rights as such

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shareholder held in the Corporation.

7. As a result of the Merger, the names and addresses of the managers of the Company are John Rosso, 931 Bayshore Road, Nokomis FL 34275, Michael Rosso, 935 Bayshore Road, Nokomis FL 34275, and Tina Rosso, 935 Bayshore Road, Nokomis FL 34275.

8. The Merger is permitted under the respective laws of New Jersey and Florida.

9. Pursuant to Sections 14A:5-6 and 14A:6-7.1, New Jersey Statutes, this Plan of Merger has been approved by the Board of Directors of the Corporation and submitted and recommended to the shareholders of the Corporation by the Board of Directors of the Corporation. All the shareholders of the Corporation approved this Plan of Merger.

10. Pursuant to Section 605.1023, Florida Statutes, this Plan of Merger has been approved by the members and the managers of the Company.

11. Pursuant to Section 605.0119, Florida Statutes, the members of the Company have waived the notification required by Section 605.1023(4), Florida Statutes.

12. The shareholders and the Board of Directors of the Corporation and the members and the managers of the Company are hereby authorized to amend this Plan of Merger at any date prior to the filing of the Certificate of Merger with the New Jersey Division of Revenue's office, and prior to the filing to the Articles of Merger with the Florida Department of State's office, to the extent permitted by law.

13. There are no other terms of or conditions to the merger.

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