

L22060390980

(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



100398665451

12/16/22--01016--003 **25.00

6.03.21 10:16:14 **25.00

2021 115 01 01 01



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 3, 2023

ANDREW CUMMINGS, ESQ.
THERREL BAISDEN, LLP
ONE S.E. 3RD AVE., SUITE 2950
MIAMI, FL 33131

SUBJECT: SOLID PITCHERS, LLC
Ref. Number: L22000390980

We have received your document for SOLID PITCHERS, LLC and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

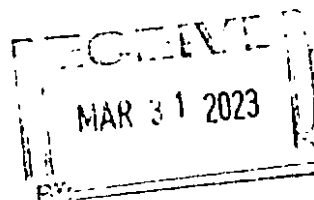
The total fee to file the merger is \$50.00. The fee is \$25.00 for each merging party.

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.

Tammi Cline
Regulatory Specialist II Supervisor

Letter Number: 323A00005084



1983-2023

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SOLID PITCHERS, 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:

Andrew Cummings, Esq.

Contact Person

Therrel Baisden, LLP

Firm/Company

One S.E. 3rd Ave., Suite 2950

Address

Miami, FL 33131

City, State and Zip Code

acummings@therrelbaisden.com

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

For further information concerning this matter, please call:

Andrew Cummings at (305) 371-5758

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

CR2E080 (2/20)

178-15-1-1-1-1

**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>
SOLID PITCHERS, LLC	Florida	LLC
PERFECT SWARM DURHAM, LLC	North Carolina	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>
Solid Pitchers, 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).

1941-1942

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:

December 31, 2022

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.

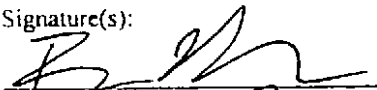
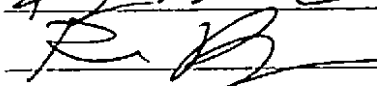
SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Solid Pitchers, LLC

Perfect Swarm Durham, LLC

Signature(s):

Typed or Printed
Name of Individual:

Pradeep Baliga

Pradeep Baliga

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

<u>Fees:</u>	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	<u>Certified Copy (optional):</u>	<u>\$30.00</u>

ARTICLES OF MERGER

1. The undersigned corporations, PERFECT SWARM DURHAM, LLC, a North Carolina limited liability company, being validly and legally formed under the laws of the State of NORTH CAROLINA, and SOLID PITCHERS, LLC, a Florida limited liability company, being validly and legally formed under the laws of the State of Florida, have adopted a Plan of Merger.

2. The name of the surviving corporation is SOLID PITCHERS, LLC, a Florida limited liability company, and it is to be governed by the laws of the State of Florida.

3. The principal office of the surviving corporation shall be 1451 Brickell Avenue, Apt. 3803, Miami, FL 33131.

4. The Plan of Merger of the undersigned corporations was adopted pursuant to Chapter 605 of the Florida Statutes.

5. The Plan of Merger will become effective as of December 31, 2022.

6. The Plan of Merger was adopted by the Members and Managers of PERFECT SWARM DURHAM, LLC, a North Carolina limited liability company as of the 31st day of December, 2022.

7. The Plan of Merger was adopted by the Members and Managers of SOLID PITCHERS, LLC, a Florida limited liability company, as of the 31st day of December, 2022.

8. As to each of the undersigned corporations, the number of membership units outstanding and the total number of membership units voted for and against such Plan of Merger, are as follows:

<u>Name of Corporation</u>	<u>Number of Outstanding Shares</u>	<u>Total Voted For</u>	<u>Total Voted Against</u>
PERFECT SWARM DURHAM, LLC, a North Carolina limited liability company	100%	100%	0%
SOLID PITCHERS, LLC a Florida limited liability company	100%	100%	0%

9. The Plan of Merger calls for cancellation of the issued membership units of PERFECT SWARM DURHAM, LLC, a North Carolina limited liability company, which shall be effected as set forth in the Plan, a true and correct copy of which is attached hereto. The issued membership units of SOLID PITCHERS, LLC, a Florida limited liability company, shall not be affected by this merger.

PERFECT SWARM DURHAM, LLC
a North Carolina limited
liability company

SOLID PITCHERS, LLC,
a Florida limited
liability company

By: _____

PRADEEP BALIGA, Manager

By: _____

PRADEEP BALIGA, Manager

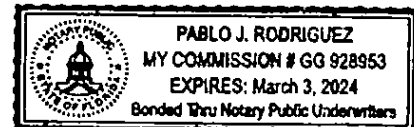
State of Florida
County of Miami-Dade

PERSONALLY, appeared before me, by means of physical presence, the undersigned authority, PRADEEP BALIGA, who acknowledged to and before me that he is the Manager of PERFECT SWARM DURHAM, LLC, a North Carolina limited liability company, and the Manager of SOLID PITCHERS, LLC, a Florida limited liability company, and that he executed the foregoing Articles of Merger for the reasons and purposes therein expressed. He was personally known to me or produced _____ as identification.

WITNESS my hand and official seal in the County and State last aforesaid as of the 7 day of December, 2022.

Notary Public

My Commission Expires:




K:\GDmvelAndrew\Future Planning\Cheney\Baliga, Pradeep\Solid Pitchers, LLC\Merger 2022\Articles of Merger.wpd

**CERTIFICATE OF
PERFECT SWARM DURHAM, LLC**

The undersigned, as Manager of PERFECT SWARM DURHAM, LLC, a North Carolina limited liability company, does hereby certify that the Plan of Merger to which this Certificate is attached, was adopted by the sole Member and Manager of said corporation (a) by unanimous written consent of the sole Member and Manager of said corporation to be effective as of the 31st day of December, 2022, pursuant to the laws of the State of North Carolina, and (b) at a special meeting of the sole Member and Manager of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the aforementioned date, at which a quorum of Members and Managers was present thereat, and that at said meeting the adoption and execution of such Plan of Merger was affirmatively voted upon by the requisite number of Members and Managers entitled to vote at such meeting, and that the Plan of Merger was subsequently executed by the Managers and Members, respectively, of each of the Constituent Corporations named in the Plan of Merger pursuant to the authority granted to them for such purpose.

WITNESS our hands and seals as of the 7 day of December, 2022.

PERFECT SWARM DURHAM, LLC, a
North Carolina limited
liability company

By: 
Pradeep Baliga, Manager


2022-12-07 10:00 AM

**CERTIFICATE OF
SOLID PITCHERS, LLC**

The undersigned, as Manager of SOLID PITCHERS, LLC, a Florida limited liability company, does hereby certify that the Plan of Merger to which this Certificate is attached, was adopted by the sole Member and Manager of said corporation (a) by unanimous written consent of the sole Member and Manager of said corporation to be effective as of the 31st day of December, 2022, pursuant to the laws of the State of Florida, and (b) at a special meeting of the sole Member and Manager of said corporation called separately for the purpose of adopting a plan of merger which was held after due notice on the aforementioned date, at which a quorum of Members and Managers was present thereat, and that at said meeting the adoption and execution of such Plan of Merger was affirmatively voted upon by the requisite number of Members and Managers entitled to vote at such meeting, and that the Plan of Merger was subsequently executed by the Managers and Members, respectively, of each of the Constituent Corporations named in the Plan of Merger pursuant to the authority granted to them for such purpose.

WITNESS our hands and seals as of the 7 day of December, 2022.

SOLID PITCHERS, LLC, a Florida
limited liability company

By: 
Pradeep Baliga, Manager

PLAN OF MERGER

THIS AGREEMENT, made and entered into the 7 day of December, 2022 and made effective as of the 31st day of December, 2022, by and between **PERFECT SWARM DURHAM, LLC**, a North Carolina limited liability company, and **SOLID PITCHERS, LLC**, a Florida limited liability company, sometimes hereinafter collectively referred to as the "Constituent Corporations".

RECITALS

A. The Members and Managers of the Constituent Corporations have deemed it advisable that PERFECT SWARM DURHAM, LLC, a North Carolina limited liability company, hereinafter also referred to as the "Disappearing Corporation," be merged into SOLID PITCHERS, LLC, a Florida limited liability company, hereinafter referred to as the "Surviving Corporation" under the laws of the State of Florida, and

B. Disappearing Corporation is duly organized and existing under the laws of the State of North Carolina, having been created on October 16, 2019, has an authorized 100% membership units issued and outstanding.

C. Surviving Corporation is duly organized and existing under the laws of the State of Florida, having been created on September 9, 2022, has an authorized 100% membership units issued and outstanding.

NOW, THEREFORE, in consideration of the promises and mutual agreements hereinafter contained, the Constituent Corporations have agreed, and do hereby agree, to merge upon the terms and conditions hereinafter provided.

1. Recitals.

The above recitals are true and correct and incorporated herein.

23
22
21
20
19
18
17
16
15
14
13
12
11
10
9
8
7
6
5
4
3
2
1

2. Agreement of Merger.

A. It is hereby agreed that the Disappearing Corporation shall merge into the Surviving Corporation. The Articles of Organization of the surviving Corporation, shall remain unchanged.

B. The Surviving Corporation agrees to pay to the dissenting shareholders of either Constituent Corporation complying with the terms of Chapter 605 of the Florida Statute, the fair value of their shares/interests.

3. Principal Office of Surviving Corporation.

The principal office of the Surviving Corporation, shall remain at 1451 Brickell Avenue, Apt. 3803, Miami, FL 33131.

4. Capitalization of Surviving Corporation.

The capitalization of the Surviving Corporation, shall remain as is presently authorized, that is, 100% Membership Units issued and outstanding.

5. Officers and Directors of Surviving Corporation.

The Manager and any officers of the Surviving Corporation immediately after the effective time of the merger shall be those persons who were the Managers and any officers of the Surviving Corporation immediately prior to the effective time of the merger, and such persons shall serve in such offices, respectively, for the terms provided by law or in the Operating Agreement, or until their respective successors are elected and qualified.

6. Registered Agent of Surviving Corporation.

The Registered Agent of the Surviving Corporation shall be as follows:

Andrew Cummings
Thorrol Balsden, LLP
1 SE 3rd Avenue, Suite 2950
Miami, Florida 33131

7. Conveyance of Assets; Assumption of Liabilities.

A. The Disappearing Corporation hereby agrees, to the extent permitted by law, from time to time, as and when requested by the Surviving Corporation so to do, or by its successors and assigns, to execute and deliver, or cause to be executed and delivered, all such deeds and instruments, and to take or cause to be taken, such further or additional actions as the Surviving Corporation may deem necessary or desirable in order to vest in and confirm to the Surviving Corporation title to and possession of all property, real and personal, of the Disappearing Corporation, acquired or to be acquired by reason of or as a result of the merger herein provided for, and otherwise to carry out the intent and purposes hereof. The proper officers of the Disappearing Corporation have been authorized and directed to take any and all actions that may be necessary to effect such transfers, conveyances and assignments to carry out the purpose of such merger.

B. All assets and interests of any kind whatsoever of the Disappearing Corporation, including all debts due on any and all accounts, shall in effect become the property of the Surviving Corporation, and the title of any and all property shall be vested in the Surviving Corporation and shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon the property of the Constituent Corporations shall be preserved unimpaired, and all debts, liabilities and duties of the Disappearing Corporation shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities and duties had been initially incurred or contracted by it.

2022-11-15 14:00:00

8. Ratification by Members and Managers.

This Agreement of Merger and all of the terms and provisions herein contained have been ratified and approved by the Members and Managers of each of the Constituent Corporations.

9. Mode of Effecting Merger.

The mode of carrying said merger into effect, and the manner and basis of converting the membership units of the Disappearing Corporation into membership units of the Surviving Corporation, shall be as follows:

A. Each membership unit of the Disappearing Corporation, issued and outstanding on the effective date of the merger and all rights in respect thereof shall, without any action on the part of the member, be completely canceled. The Members of the Disappearing Corporation are the Members, in the same proportion, of the Surviving Corporation. As such, it will not be required to issue new membership certificates to the Surviving Corporation after the merger as the ownership of the Surviving Corporation will remain the same.

B. The Merger shall be effected as follows: After the effective date of the merger, each holder of membership certificates in the Disappearing Corporation shall surrender them to the Surviving Corporation or its duly appointed agent, in such manner as the Surviving Corporation shall legally require.

10. Abandonment of Merger.

This plan of merger may be abandoned by action of the Members or Managers of either the Surviving or the Disappearing Corporation at any time prior to the effective date.

2022-01-15 15:34:2

11. **Effective Date of Merger.**

A. This Merger shall become effective as of the December 31, 2022.

B. Upon the merger becoming effective, the separate existence of the Disappearing Corporation shall cease, except as may be requisite for carrying out the purposes of this Agreement of Merger, or as continued by statute. All of the rights, privileges, Powers, franchises, property and assets of every kind and description of the Disappearing Corporation, shall be vested in and be held and enjoyed by the Surviving Corporation.

IN WITNESS WHEREOF, the Constituent Corporations have caused their respective corporate names to be signed hereby by their respective Managers, thereunto duly authorized by the respective Managers and Members of each corporation.

PERFECT SWARM DURHAM, LLC.
a North Carolina limited
liability company

By: _____

Pradeep Baliga, Manager

SOLID PITCHERS, LLC,
a Florida limited liability
company

By: _____

Pradeep Baliga, Manager

2022-12-31 09:42

**RESOLUTIONS
OF THE SOLE MEMBER AND MANAGER OF
SOLID PITCHERS, LLC, a
Florida limited liability company**

The undersigned, constituting the sole Member and Manager of **SOLID PITCHERS, LLC, a Florida limited liability company** (the "Corporation"), in accordance with the laws of the State of Florida, do hereby consent to and adopt the following resolutions with the same force effect as if presented to and adopted at duly held meetings of both the Member and Manager of the Corporation:

WHEREAS, the undersigned has considered a proposed transaction whereby the Corporation would merge into **PERFECT SWARM DURHAM, LLC**, a North Carolina limited liability company, with **SOLID PITCHERS, LLC**, a Florida limited liability company, surviving the merger; and

WHEREAS, the undersigned has considered the Plan of Merger dated effective as of December 31, 2022;

WHEREAS, the undersigned has considered the proposal with counsel to the Corporation:

NOW, THEREFORE, BE IT RESOLVED that the Corporation enter into the transactions described in the Plan of Merger, and that the Manager of the Corporation be and hereby is authorized and directed to execute and deliver said documents and agreements on behalf of the Corporation with such changes thereto as the officer executing the same may approve, his execution thereof to evidence conclusively the approval of such officer and the Corporation of the terms and conditions thereof; and

RESOLVED, FURTHER, that the Manager of this Corporation be and is hereby authorized and empowered and directed to execute and deliver all documents and take all other actions as each such officer, in his sole discretion, may determine to be necessary or desirable in order to effectuate the foregoing resolutions, any such determination to be conclusively evidenced by the execution of any such document or the doing of any such act; and

RESOLVED, FURTHER, that the Manager of the Corporation be, and is hereby, authorized and empowered to attest the execution of any of the foregoing documents and to certify to the adoption of the foregoing resolutions as of the date hereof.

2022-12-16 PM 3:12

Dated as of the 7 day of December, 2022.

MEMBER:


Pradeep Baliga

MANAGER:


Pradeep Baliga, Manager

K:\GDrive\Andrew\estate planning\Chen\Pradeep, Pradeep Sobd Pitchers, LLC\Merger 2022\Resolution.wpd

2022 Dec 16 PM 3:12