

L22000393474

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

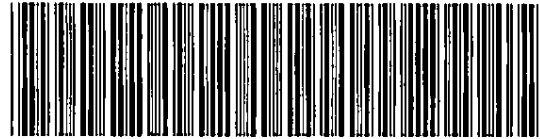
Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

*Plan of merger not
attached*

304

Office Use Only



800394360868

09/15/22--01023--019 **90.00

2022 OCT 17 PM 4:39

merger

OCT 25 2022

D CUSHING

Scott W. Cichon
Robert A. Merrell III
John P. Ferguson
Mark A. Watts
Heather Bond Vargas
Michael J. Woods
Raymond L. Schumann
Kathleen L. Crotty
Michael O. Sznapstajler
Matthew S. Welch
Robert E. Doan
William A. Rice
Douglas J. Collins
Sara E. Glover
Holly W. Zizka
Jessica L. Gow
Nika K. Hosseini
Sydney V. Cichon



Daytona Beach • DeLand
149 South Ridgewood Avenue, Suite 700
Daytona Beach, Florida 32114
(386) 255-8171
CobbCole.com

OF COUNSEL
Larry D. Marsh
Frederick B. Karl, Jr.

RETIRED
Thomas S. Hart

William M. Cobb
(1881-1939)
Thomas T. Cobb
(1916-2004)
W. Warren Cole, Jr.
(1926-2008)

September 14, 2022

VIA FEDEX

Florida Department of State
Amendment Section
Division of Corporations
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re: Articles of Merger – GPA – NOR/RED, LLC, a Florida limited liability company and
GPA – NOR/RED, LLC, a Missouri limited liability company.

Dear Sir or Madam,

Enclosed please find the following:

1. Completed cover sheet
2. Completed and executed Articles of Merger between GPA – NOR/RED, LLC, a Florida limited liability company and GPA – NOR/RED, LLC, a Missouri limited liability company
3. A firm check for \$80.00 made payable to the Florida Department Secretary of State

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "William A. Rice", is written over a horizontal line.

William A. Rice, Esq.

Direct Dial (386) 323-9250

Email: Bill.Rice@CobbCole.com

Fax (386) 322-9206

WAR:nap (50137)

Enclosure

2022 OCT 17 PM 4:39

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: GPA - NOR/RED, LLC, a Florida Limited Liability Company
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

William A. Rice

Contact Person

Cobb Cole, P.A.

Firm/Company

149 S. Ridgewood Avenue, Suite 700

Address

Daytona Beach, FL 32114

City, State and Zip Code

nancy.prasse@cobbcole.com

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

For further information concerning this matter, please call:

William A. Rice at (386) 323-9250

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

Scott W. Cichon
Robert A. Mettall III
John P. Ferguson
Mark A. Watts
Heather Bond Vargas
Michael J. Woods
Raymond L. Schumann
Kathleen L. Crotty
Michael O. Sznapstajler
Matthew S. Welch
Robert E. Doan
William A. Rice
Douglas L. Collins
Sara E. Glover
Holly W. Ziska
Jessica L. Gow
Nika K. Hosseini
Sydney V. Cichon



Daytona Beach • DeLand
149 South Ridgewood Avenue, Suite 700
Daytona Beach, Florida 32114
(386) 255-8171
CobbCole.com

10/17
OF COUNSEL
Larry D. Marsh
Frederick B. Karl, Jr.

RETIRED
Thomas S. Hart

William M. Cobb
(1881-1939)
Thomas T. Cobb
(1916-2004)
W. Warren Cole, Jr.
(1926-2008)

October 13, 2022

Florida Department of State
Division of Corporations
Diane Cushing
Senior Section Administrator
P.O. Box 6327
Tallahassee, FL 32314

Re: Reference # L22000393474 – GPA NOR/RED, LLC

Dear Sir or Madam,

Thank you for your letter dated October 5, 2022, (enclosed). Please find enclosed a copy of the requested "plan of merger" for the above referenced entity.

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Nancy A. Prasse", with a long, sweeping horizontal line extending to the right.

Nancy A. Prasse
Administrative Assistant to
William A. Rice, Esq.
Direct Dial (386) 323-9250
Email: Nancy.Prasse@CobbCole.com
Fax (386) 322-9206

WAR:nap

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

October 5, 2022

WILLIAM A RICE, ESQ
COBB COLE
149 SOUTH RIDGEWOOD AVENUE, SUITE 700
DAYTONA BEACH, FL 32114

SUBJECT: GPA - NOR/RED, LLC
Ref. Number: L22000393474

We have received your document for GPA - NOR/RED, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

In Article IV it states "The attached Plan of Merger" and the Plan is not attached. If the document states "the attached" it must be attached.

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.

Diane Cushing
Senior Section Administrator

Letter Number: 322A00022194

ARTICLES OF MERGER

BETWEEN

GPA – NOR/RED, LLC, a Florida limited liability company

AND

GPA – NOR/RED, LLC, a Missouri limited liability company

Pursuant to Sections 605.1025, *Florida Statutes*, GPA – NOR/RED, LLC, a Florida limited liability company ("Surviving Entity") and GPA – NOR/RED, LLC, a Missouri limited liability company ("Merged Entity"), adopt the following Articles of Merger for the purpose of merging the Merged Entity into Surviving Entity, the latter of which, GPA – NOR/RED, LLC, a Florida limited liability company, LLC, is to survive the merger.

ARTICLE I **PLAN OF MERGER**

The Members and Managers of the Merged Entity and the Surviving Entity have adopted a Plan of Merger as required in Section 605.1022, *Florida Statutes*.

ARTICLE II **MERGING PARTIES**

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>
GPA – NOR/RED, LLC	Florida	LLC
GPA – NOR/RED, LLC	Missouri	LLC

ARTICLE III **SURVIVING ENTITY**

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>
GPA – NOR/RED, LLC	Florida	LLC

ARTICLE IV
ADOPTION REQUIREMENTS

The surviving entity exists before the merger and is a domestic filing entity. The attached Plan of Merger meets the requirements of Section 605.1022, *Florida Statutes*, and was adopted by the Manager and Members of the Merged Entity on September 15, 2022, and by the Manager and Members of the Surviving Entity, on September 15, 2022.

ARTICLE IV
APPRAISAL RIGHTS

The Surviving Entity has agreed to pay to any member of either entity with appraisal rights the amount to which such members are entitled under the provisions of Section 605.1006 and 605.1061-605.1072.

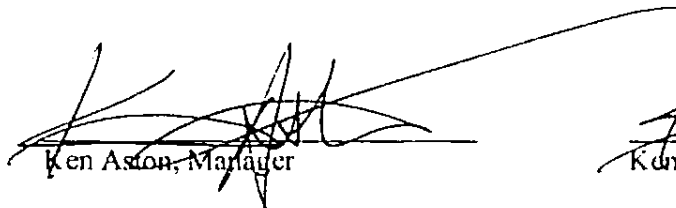
ARTICLE V
EFFECTIVE DATE

The effective date of the merger shall be September 15, 2022.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger this 14th day of September 2022.

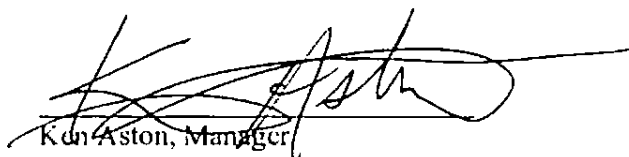
SURVIVING ENTITY

GPA – NOR/RED, LLC, a Florida limited liability company


Ken Aston, Manager

MERGED ENTITY

GPA – NOR/RED, LLC, a Missouri limited liability company


Ken Aston, Manager

PLAN OF MERGER

BETWEEN

GPA – NOR/RED, LLC, a Missouri limited liability company
AND
GPA – NOR/RED, LLC, a Florida limited liability company

The following Plan of Merger, which was adopted and approved by the Manager and Members of GPA – NOR/RED, LLC, a Florida limited liability company ("Surviving Entity"), and by the Manager and Members of GPA – NOR/RED, LLC, a Missouri limited liability company ("Merged Entity") is being submitted in accordance with Section 605.1022, *Florida Statutes*.

1. The name, address of principal office, jurisdiction, and entity type for each merging party is as follows:

a. Surviving Entity

Name: GPA – NOR/RED, LLC
Address: 101 S. Hanley Road, Suite 550
St. Louis, MO 63130
Jurisdiction: Florida
Entity Type: Limited Liability Company

b. Merged Entity

Name: GPA – NOR/RED, LLC
Address: 101 S. Hanley Road, Suite 550
St. Louis, MO 63130
Jurisdiction: Missouri
Entity Type: Limited Liability Company

2. On the effective date of the merger the general terms and conditions of the merger are:

a. the separate existence of the Merged Entity shall cease, and the Merged Entity shall be merged with and into the Surviving Entity;

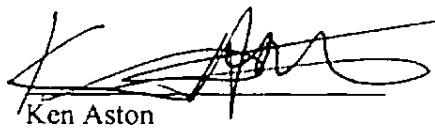
b. the Articles of Organization of the Surviving Entity in effect immediately prior to the effective date of the merger shall be the Articles of Organization of the Surviving Entity after the merger;

c. the Operating Agreement of the Surviving Entity in effect immediately prior to the effective date of the merger shall be the Operating Agreement of the Surviving Entity after the merger; and

d. the Federal Employer Identification Number ("FEIN") assigned to Merged Entity shall become the FEIN used for the Surviving Entity.

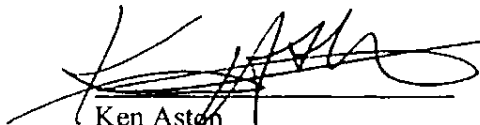
3. On the effective date of the merger, the Members of the Merged Entity are exchanging their Membership Interest in the Merged Entity for the same and equal Membership Interest in the Surviving Entity in connection with the merger.
4. The name of the Manager of the Surviving Entity as of the effective date of the merger is Ken Aston.
5. **The effective date of the merger is September 15, 2022.**

GPA – NOR/RED, LLC
a Florida limited liability company


Ken Aston
Manager

September 14, 2022

GPA – NOR/RED, LLC
a Missouri limited liability company


Ken Aston
Manager

September 14, 2022