

L23 000633441

Florida Department of State
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2023 MAR 29 11:50:09

MERGER OR SHARE EXCHANGE
JK Condo Holdings, LLC

Certificate of Status	0
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March 27, 2023

FLORIDA DEPARTMENT OF STATE
Division of Corporations

JK CONDO HOLDINGS, LLC
1141 PEGASUS CRES
GREELEY, ON K4P1P-1CA

SUBJECT: JK CONDO HOLDINGS, LLC
REF: L23000033441

2023 MAR 29 1:19:09

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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 FAX Aud. #: H23000115402
Regulatory Specialist II Supervisor Letter Number: 623A00007038

P.O BOX 6327 - Tallahassee, Florida 32314

H230001154023

**ARTICLES OF MERGER OF
JK CONDO, INC.
INTO
JK CONDO HOLDINGS, LLC**

2023 MAR 29 PM 9:09

The following Articles of Merger are submitted to merge the following entities in accordance with Section 607.1105, Florida Statutes.

- 1) The name and jurisdiction of the surviving limited liability company:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
JK CONDO HOLDINGS, LLC	FL	L23000033441

- 2) The name and jurisdiction of the merging corporation:

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
JK CONDO, INC.	FL	P14000045865

- 3) The Plan of Merger is attached.

- 4) The merger shall become effective on March 29, 2023.

- 5) The Plan of Merger was adopted by all of the members and the sole manager of the surviving limited liability company.

- 6) The Plan of Merger was adopted by all of the shareholders and directors of the merging corporation.

Dated: Mar. 22, 2023.

JK CONDO, INC.,
a Florida corporation

JK CONDO HOLDINGS, LLC,
a Florida limited liability company

By: [Signature]
KEVIN G. ROUGEAU
As Its: President

By: [Signature]
KEVIN G. ROUGEAU
As Its: Manager

H230001154023

PLAN OF MERGER

THIS PLAN OF MERGER dated March 22, 2023, by and between JK CONDO HOLDINGS, LLC, a Florida limited liability company (hereinafter referred to as "Surviving Company"), and JK CONDO, INC., a Florida corporation (hereinafter referred to as "Merging Corporation").

WITNESSETH:

WHEREAS, Surviving Company is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 1819 Main Street, Suite 610, Sarasota, FL 34236;

WHEREAS, Merging Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 4152 Independence Ct, Ste. C-6, Sarasota, FL 34234;

WHEREAS, the board of directors of the Merging Corporation and the manager of the Surviving Company deem it desirable and in the best interests of the entities and their owners that the Merging Corporation be merged into the Surviving Company pursuant to the provisions of Sections 607.1101 *et seq.* of the Florida Business Corporation Act, in order that the transaction qualifies as a "reorganization" within the meaning of Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

NOW, THEREFORE, in consideration of the mutual covenants and subject to the terms and conditions hereinafter set forth, the constituent corporations agree as follows:

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SECTION ONE - MERGER

The Merging Corporation shall merge with and into the Surviving Company. The name of the Surviving Company shall be JK CONDO HOLDINGS, LLC, a Florida limited liability company.

SECTION TWO - TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the Merging Corporation shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed of the Merging Corporation, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Merging Corporation, and neither the rights of creditors nor any liens on the property of the Merging Corporation shall be impaired by the merger.

SECTION THREE - CONVERSION OF SHARES

The manner and basis of converting the shares of the Merging Corporation into membership interests of the Surviving Company is as follows:

(a) Each share of the \$1.00 par value common stock of the Merging Corporation issued and outstanding on the effective date of the merger shall be converted into one (1) membership interest of the Surviving Company, which membership interests of the Surviving Company shall thereupon be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Merging Corporation shall surrender them to the Surviving Company or its duly appointed agent, in such manner as the Surviving Company shall legally require. One (1) membership interest of the

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Surviving Company shall be issued for each one (1) share of the Merging Corporation surrendered in exchange therefor.

(c) Following the conversion, KEVIN G. ROUGEAU will own fifty percent (50%) of the membership interests of the Surviving Company and JOANNE A. LELLIOTT will own fifty percent (50%) of the membership interests of the Surviving Company.

SECTION FOUR - STATUS UNDER THE INTERNAL REVENUE CODE

The Surviving Company will continue to be treated as a C corporation under the Internal Revenue Code of 1986, as amended. When the Merging Corporation, a C corporation, shall cease on the effective date of the merger, the taxable year of the Merging Corporation will end. The Surviving Company shall succeed to all corporate tax liabilities of the Merging Corporation.

SECTION FIVE - CHANGES IN ARTICLES OF ORGANIZATION

The Articles of Organization of the Surviving Company shall continue to be its Articles of Organization, following the effective date of the merger.

SECTION SIX - CHANGES IN OPERATING AGREEMENT

The operating agreement of the Surviving Company shall continue to be its operating agreement following the effective date of the merger.

SECTION SEVEN - MANAGER

The manager of the Surviving Company shall consist of a minimum of one (1) person or entity. The manager of the Surviving Company on the effective date of the merger shall be the following person, who shall serve until the next annual meeting of the

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Surviving Company or until his successor has been duly elected or appointed and qualified:

KEVIN G. ROUGEAU

SECTION EIGHT - PROHIBITED TRANSACTIONS

Neither of the constituent entities shall, prior to the effective date of the merger, engage in any activity or transaction, other than in the ordinary course of business, except that the Merging Corporation may pay regular quarterly dividends on its outstanding common shares and the Surviving Company may pay regular quarterly distributions on its membership interests, and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

SECTION NINE - APPROVAL BY OWNERS

This Plan of Merger shall be submitted for the approval of the owners of the constituent entities in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before March 29, 2023, or at such other time as to which the boards of directors of the Merging Corporation and the manager of the Surviving Company may agree.

SECTION TEN - EFFECTIVE DATE OF MERGER

The effective date of this merger shall be March 29, 2023.

SECTION ELEVEN - ABANDONMENT OF MERGER

This Plan of Merger may be abandoned by actions of the Board of Directors of the Merging Corporation or the manager of the Surviving Company at any time prior to the effective date, if the merger is not approved by the owners of either the Surviving Company or the Merging Corporation on or before March 29, 2023.

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SECTION TWELVE - EXECUTION OF AGREEMENT

This Plan of Merger may be executed in any number of counterparts and each such counterpart shall constitute an original instrument.

Executing on behalf of the parties by their officers (if applicable), sealed with their corporate seals (if applicable), and attested by their respective secretaries (if applicable), pursuant to the authorization of the board of directors of the Merging Corporation and the manager of the Surviving Company on the date first above written.

[SIGNATURES ON FOLLOWING PAGE]

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JK CONDO HOLDINGS, LLC,
a Florida limited liability company

By: 
KEVIN G. ROUSSEAU
As Its: Manager

"Surviving Company"

JK CONDO, INC.,
a Florida corporation,

(Corporate Seal)

By: 
KEVIN G. ROUSSEAU
As Its: President

Attest:

By: 
JOANNE A. LELLIOTT
As Its: Secretary

"Merging Corporation"

2023 MAR 29 PM 5:09