

L23000313356

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

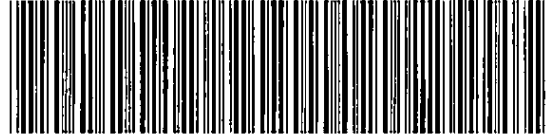
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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2024 JAN 22 PM 2:40

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| PARKHURST LAW OFFICES

January 15, 2023

VIA FEDERAL EXPRESS 7748-6230-0580

Amendments / Division of Corporations
Attn: TAMMI CLINE, Supervisor - Bureau of
Commercial Registrations
Centre of Tallahassee
2415 N. Monroe St. STE 810
Tallahassee, FL 32302

2024 JAN 22 PM 2:40
[Handwritten signature]

Re: Articles of Merger – Massachusetts Corporation into Florida LLC
Our File Ref. 23-0412-BHC-4.ep

Dear Tammi:

We are merging a Massachusetts corporation – “Boutique Hospitality, Inc.” which is currently registered to do business as a foreign entity and active in Florida (F22000000351) into an existing Florida limited liability company – “Masi Walter Sanford Investments, LLC” (L23000313356), which is also active. I have also enclosed a Certificate of Good Standing from Massachusetts for Boutique Hospitality, Inc. The president of “Boutique ...” and the manager of “Masi Walter...” are the same individual.

The Florida entity is to be the survivor, but we are retaining the name of the Massachusetts entity and an assignment and election to change the name of the surviving Florida entity to “Boutique Hospitality LLC” is enclosed.

My understanding is that the current foreign registration of Boutique Hospitality to do business in Florida will simply drop by the wayside and we will dissolve the Massachusetts entity.

Please call or let me know if you need any additional documentation. Otherwise, I would like the merger to be recorded as soon as possible. Once again, thank you for your assistance.

Regards,

Eliot F. Parkhurst

EFP:sf
Enclosure (3)

| PARKHURST LAW OFFICES
1 BOSTON PLACE, STE 2600, BOSTON, MA 02108-4420
Tel: +1 (617) 357-9200 Fax: +1 (617) 357-9201
Sender Direct Email: ep@parkhurstlawoffices.com

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Boutique Hospitality, 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:

ELIOT PARKHURST, ESQ.

Contact Person

PARKHURST LAW OFFICES

Firm/Company

1 BOSTON PLACE, STE 2600

Address

BOSTON, MA 02108-4420

City, State and Zip Code

ep@parkhurstlawoffices.com

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

For further information concerning this matter, please call:

ELIOT PARKHURST

at (617)

642-9600

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

2024 JAN 22 PM 2:40

**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>
<u>623-313356</u> MASI WALTER SANFORD INVESTMENTS, LLC	<u>FLORIDA</u>	<u>LLC</u>
<u>Boutique Hospitality, Inc.</u>	<u>MASSACHUSETTS</u>	<u>FOR PROFIT CORPORATION</u>
<u>FD-351</u>		

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>
<u>Boutique Hospitality, LLC</u>	<u>FLORIDA</u>	<u>LLC</u>

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).

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FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

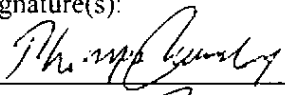
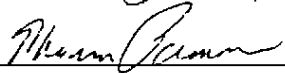
- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a 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:

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:	Signature(s):	Typed or Printed Name of Individual:
MASI WALTER SANFORD INVESTMENTS LLC		THOMAS WALTER
BOUTIQUE HOSPITALITY, INC.		THOMAS WALTER

- 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

Fees:	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	Certified Copy (optional):	\$30.00

Masi Walter Sanford Investments, LLC, a Florida limited liability company, as surviving entity of the merger with Boutique Hospitality, Inc. hereby elects to change its name to:

"Boutique Hospitality, LLC"

the use of which name is hereby assigned to it and relinquished by Boutique Hospitality Inc.

Masi Walter Sanford Investments, LLC

Boutique Hospitality Inc.

By: 
Thomas Walter

By: 
Thomas Walter

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2024 JAN 22 PM 2:40
CLERK OF DISTRICT COURT
JAN 22 2024



William Francis Galvin
Secretary of the
Commonwealth

The Commonwealth of Massachusetts
Secretary of the Commonwealth
State House, Boston, Massachusetts 02133

December 20, 2023

TO WHOM IT MAY CONCERN:

I hereby certify that according to the records of this office,

BOUTIQUE HOSPITALITY, INC.

is a domestic corporation organized on **December 5, 2002**, under the General Laws of the Commonwealth of Massachusetts.

I further certify that there are no proceedings presently pending under the Massachusetts General Laws Chapter 156D section 14.21 for said corporation's dissolution; that articles of dissolution have not been filed by said corporation; that said corporation has filed all annual reports, and paid all fees with respect to such reports, and so far as appears of record said corporation has legal existence and is in good standing with this office.



In testimony of which,
I have hereunto affixed the
Great Seal of the Commonwealth
on the date first above written.

William Francis Galvin
Secretary of the Commonwealth