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**L24000501679**

Division of Corporations

Florida Department of State

Division of Corporations

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### MERGER OR SHARE EXCHANGE

Joppa Holdings LLC

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TALLAHASSEE, FLORIDA

H240004104133

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ARTICLES OF MERGER OF  
JOPPA HOLDINGS LLC,  
A NEW HAMPSHIRE LIMITED LIABILITY COMPANY  
INTO  
JOPPA HOLDINGS LLC,  
A FLORIDA LIMITED LIABILITY COMPANY

2024 DEC 19 PM 12:04

TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following New Hampshire limited liability company into the following Florida limited liability company, in accordance with Section 605.1025, Florida Statutes.

1) The exact name, form/entity type, and jurisdiction for the merging entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
JOPPA HOLDINGS LLC	NEW HAMPSHIRE	LLC

2) The exact name, form/entity type, and jurisdiction for the surviving entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
JOPPA HOLDINGS LLC	FLORIDA	LLC

3) The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1023-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability companies, who, as a result of the merger, will have interest holder liability under s. 605.1023(1)(b).

4) The surviving entity existed before the merger and is a domestic filing entity, and the amendments, if any, to its public organic record are attached.

5) The surviving 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.

6) The effective date of this merger will commence on the date that these Articles of Merger are filed with, and accepted by, the Florida Department of State.

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7) On the effective date of the merger, the separate existence of the merging entity shall cease, and the surviving entity shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed of the merging entity, without the necessity for any separate transfer.

Dated: 12/18/, 2024.

**MERGING ENTITY:**

JOPPA HOLDINGS LLC,  
a New Hampshire limited liability company

By: W B Long  
WALTER B. LONG  
As Its: Manager

**SURVIVING ENTITY:**

JOPPA HOLDINGS LLC,  
a Florida limited liability company

By: W B Long  
WALTER B. LONG  
As Its: Manager

FILED  
2024 DEC 19 PM 12:04  
TALLAHASSEE, FLORIDA

H240004104123

**PLAN OF MERGER**

THIS PLAN OF MERGER is dated 12/12/, 2024, by and between JOPPA HOLDINGS LLC, a New Hampshire limited liability company (hereinafter referred to as the "Merging Company"), and JOPPA HOLDINGS LLC, a Florida limited liability company (hereinafter referred to as the "Surviving Company").

**WITNESSETH:**

WHEREAS, the Merging Company is a limited liability company, organized and existing under the laws of the State of New Hampshire, with its principal office at 180 Middle Street, Unit 3, Portsmouth, NH 03801;

WHEREAS, the Surviving Company is a limited liability company, organized and existing under the laws of the State of Florida, with its principal office at 5131 Jungle Plum Rd, Sarasota, FL 34242; and

WHEREAS, the manager of the Merging Company and the manager of the Surviving Company deem it desirable and in the best interests of the limited liability companies and their members that the Merging Company be merged into the Surviving Company pursuant to the provisions of Sections 605.1021 et seq. of the Florida Revised Limited Liability Company Act, and Sections 304-C et seq. of the New Hampshire Revised Statutes.

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

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**SECTION ONE - MERGER**

Effective on the date of the filing of the Articles of Merger, the Merging Company shall merge with and into the Surviving Company. The name of the Surviving Company shall be JOPPA 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 Company shall cease, and the Surviving Company shall succeed to all of the rights, privileges, immunities, and franchises, and all of the property, real, personal, and mixed of the Merging Company, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Merging Company, and neither the rights of creditors nor any liens on the property of the Merging Company shall be impaired by the merger.

**SECTION THREE - CONVERSION OF INTERESTS**

The manner and basis of converting the interests, shares, obligations, or other securities of the Merging Company into interests, shares, obligations, or other securities of the Surviving Company is as follows:

Each 1% membership interest of the Merging Company on the effective date of the merger shall be converted into a 1% membership interest of the Surviving Company.

**SECTION FOUR - APPROVAL BY MEMBERS**

This Plan of Merger shall be submitted for the approval of the members of the constituent limited liability companies in the manner provided by the applicable laws of the State of Florida and the State of New Hampshire at meetings to be held at such times as to which the members of the constituent limited liability companies may agree.

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**SECTION FIVE - EFFECTIVE DATE OF MERGER**

The effective date of this merger shall be the date of the filing of the Articles of Merger.

**MERGING ENTITY:**

JOPPA HOLDINGS LLC,  
a New Hampshire limited liability company

By: WBL  
WALTER B. LONG  
As Its: Manager

**SURVIVING ENTITY:**

JOPPA HOLDINGS LLC,  
a Florida limited liability company

By: WBL  
WALTER B. LONG  
As Its: Manager

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# State of New Hampshire

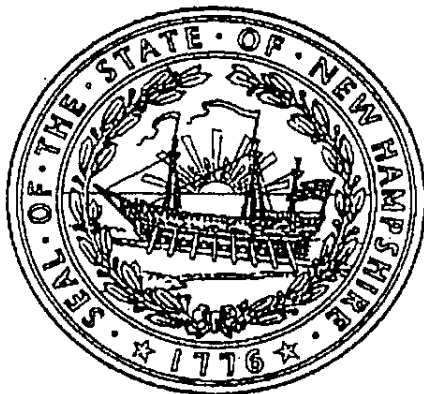
## Department of State

### CERTIFICATE

I, David M. Scanlan, Secretary of State of the State of New Hampshire, do hereby certify that JOPPA HOLDINGS LLC is a New Hampshire Limited Liability Company registered to transact business in New Hampshire on June 16, 2021. I further certify that all fees and documents required by the Secretary of State's office have been received and is in good standing as far as this office is concerned.

Business ID: 874085

Certificate Number: 0006819312



IN TESTIMONY WHEREOF,

I hereto set my hand and cause to be affixed  
the Seal of the State of New Hampshire,  
this 13th day of December A.D. 2024.

A handwritten signature in black ink, appearing to read "David M. Scanlan".

David M. Scanlan  
Secretary of State