

L24000517549

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

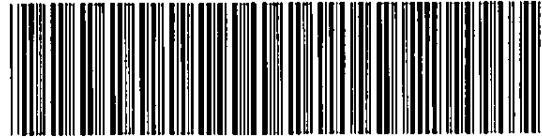
(Document Number)

Certified Copies _____

Certificates of Status _____

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Office Use Only



000440560420

Merge

FILED
2024 DEC 16 AM 11:28
CLERK OF COURT
CLERK OF COURT

FILED
2024 DEC 16 PM 3:48
CLERK OF COURT
CLERK OF COURT

A. RAMSEY
DEC. 17 2024

Sunshine State Corporate Compliance Company

3458 Lakeshore Drive, Tallahassee, Florida 32312

(850) 656-4724

DATE 12/16/2024

****WALK IN****

ENTITY NAME PAUL PEDRETTI & ASSOCIATES LLC

DOCUMENT NUMBER _____

****PLEASE FILE THE ATTACHED AND RETURN****

XXXXXXXXXX

Plain Copy

Certified Copy

Certificate of Status

****PLEASE OBTAIN THE FOLLOWING FOR THE ABOVE ENTITY****

Certified Copy of Arts & Amendments

Certificate of Good Standing

****APOSTILLE / NOTARIAL CERTIFICATION****

COUNTRY OF DESTINATION _____

NUMBER OF CERTIFICATES REQUESTED _____

TOTAL OWED ???.25.00

ACCOUNT #: I20160000072

E R J

Please call Tina at the above number for any issues or concerns. Thank you so much!

ARTICLES AND PLAN OF MERGER
by and between
PAUL PEDRETTI & ASSOCIATES LLC,
a Florida limited liability company
and
PAUL PEDRETTI & ASSOCIATES LLC,
a New York limited liability company
with
PAUL PEDRETTI & ASSOCIATES LLC,
a Florida limited liability company
AS THE SURVIVING ENTITY

FILED
2024 DEC 16 AM 11:28
CLERK OF STATE
TREASURY

THESE ARTICLES AND PLAN OF MERGER (the "*Articles of Merger*") are made and entered into this 13th day of December, 2024, by and between PAUL PEDRETTI & ASSOCIATES LLC, a Florida limited liability company, the document number of which is L24000517549, which maintains its principal office at 96120 Bay View Drive, Fernandina Beach, Florida 32034 (the "*Surviving Entity*"), and PAUL PEDRETTI & ASSOCIATES LLC, a New York limited liability company, the charter number of which is 4920692, which maintains its principal office at 96120 Bay View Drive, Fernandina Beach, Florida 32034 (the "*Disappearing Entity*"). In these Articles of Merger, the Surviving Entity and the Disappearing Entity are collectively referred to as the "*Constituent Entities*".

A. The sole member of the Surviving Entity is the sole member of the Disappearing Entity.

B. In conjunction with a reorganization of the assets of the Surviving Entity and the Disappearing Entity, the sole member has determined (1) it to be in its best interest to transfer the assets of the Disappearing Entity to the Surviving Entity, and (2) that the most efficient method of making such transfer is to cause the Disappearing Entity to merge with and into the Surviving Entity pursuant to the terms and conditions set forth in these Articles of Merger (the "*Merger*").

NOW, THEREFORE, the Constituent Entities, in consideration of the mutual covenants, agreements and provisions set forth below, have agreed that the Disappearing Entity will merge with and into the Surviving Entity pursuant to the laws of the State of Florida, upon the terms and conditions set forth below.

ARTICLE I
MERGER

As of December 13, 2024, (the "*Effective Date*"), the Disappearing Entity shall be merged with and into the Surviving Entity. Upon the approval of these Articles of Merger by the Secretary of State of the State of Florida and the payment of all fees and taxes required by the laws of the State of Florida, these Articles of Merger shall be filed with the Secretary of State of the State of Florida. The Merger shall be effective, and the separate existence of the Disappearing Entity shall cease (except as continued by statute) as of the Effective Date. Following the Merger, the Surviving Entity shall continue to be governed by the laws of the State of Florida.

ARTICLE II

CONVERSION OF OUTSTANDING MEMBERSHIP INTERESTS

The sole member of the Surviving Entity and the Disappearing Entity owns the same membership interest of the Surviving Entity and the Disappearing Entity. Accordingly, no additional membership interest in the Surviving Entity will be issued in conjunction with the Merger.

ARTICLE III

TERMS AND CONDITIONS

(a) The Articles of Organization of the Surviving Entity in effect on the Effective Date of the Merger, attached as **EXHIBIT A**, shall remain in full force and effect as the Articles of Organization of the Surviving Entity.

(b) The principal office of the Surviving Entity shall be 96120 Bay View Drive, Fernandina Beach, Florida 32034.

(c) If at any time the Surviving Entity shall consider or be advised that any further assignments or assurances in law are necessary or desirable to vest in the Surviving Entity, according to the terms hereof, the title to any property or rights of the Disappearing Entity, the proper managers, officers and representatives of the Disappearing Entity or the Surviving Entity shall execute and make all such property assignments and assurances and do all things necessary or appropriate to vest title in such property or rights in the Surviving Entity or otherwise to carry out the intent or accomplish the purposes of these Articles of Merger.

ARTICLE IV

EFFECT OF MERGER

Upon the effectiveness of the Merger, (a) the separate existence of the Disappearing Entity, except insofar as it may be continued by statute, shall cease, and (b) the Surviving Entity shall succeed to, without other transfer, and shall possess and enjoy all the rights, privileges, immunities, powers and franchises for a public as well as a private nature, and be subject to all restrictions, disabilities, and duties of the Disappearing Entity, and all the rights, privileges, immunities, powers and franchises of the Disappearing Entity and all property, real, personal and mixed, and all debts due or belonging to the Disappearing Entity, shall be vested in the Surviving Entity; all assets (tangible, intangible, personal, real or otherwise), property, rights, privileges, immunities, powers and franchises, and every other interest shall be the property of the Surviving Entity, and the title to any real estate vested by deed or otherwise in the Disappearing Entity shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of the Disappearing Entity shall be preserved, unimpaired, limited in lien to the property affected by such liens at the effective time of the Merger, and all debts, liabilities, obligations and duties of the Disappearing Entity attach to and shall be assumed by the Surviving Entity, and may be enforced against the Surviving Entity to the same extent as if those debts, liabilities, obligations and duties had been incurred or contracted by the Surviving Entity.

**ARTICLE V
AUTHORIZATION OF MERGER**

The merger between the Surviving Entity and the Disappearing Entity was approved pursuant to the provisions of Sections 605.1021 through 605.1026, Florida Statutes, by the Surviving Entity, and Sections 1001 through 1004 of the New York Limited Liability Company Law, by the Disappearing Entity.

**ARTICLE VI
APPRAISAL RIGHTS**

Pursuant to Sections 605.1006 and 605.1061 through 605.1072, Florida Statutes, the Surviving Entity agrees to pay appraisal rights to the sole member of the Disappearing Entity to the effect that such member is entitled to appraisal rights.

**ARTICLE VII
COMPLIANCE WITH LEGAL REQUIREMENTS**

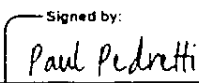
All provisions of the laws of the State of Florida applicable to the Merger have been or will be complied with upon the filing and recording of these Articles of Merger with the Secretary of State of the State of Florida.

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IN WITNESS WHEREOF, the Constituent Entities have caused these Articles of Merger to be executed the day and year first above written.

SURVIVING ENTITY:

PAUL PEDRETTI & ASSOCIATES LLC,
a Florida limited liability company

By:  _____
Paul Pedretti, Manager

DISAPPEARING ENTITY:

PAUL PEDRETTI & ASSOCIATES LLC,
a New York limited liability company

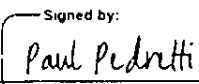
By:  _____
Paul Pedretti, Manager

EXHIBIT A
FLORIDA ARTICLES OF ORGANIZATION



December 13, 2024

FLORIDA DEPARTMENT OF STATE
Division of Corporations

PAUL PEDRETTI & ASSOCIATES LLC
96120 BAY VIEW DRIVE
FERNANDINA BEACH, FL 32034US

The Articles of Organization for PAUL PEDRETTI & ASSOCIATES LLC were filed on December 12, 2024, and assigned document number L24000517549. Please refer to this number whenever corresponding with this office.

This document was electronically received and filed under FAX audit number B24000409508.

To maintain "active" status with the Division of Corporations, an annual report must be filed yearly between January 1st and May 1st beginning in the year following the file date or effective date indicated above. If the annual report is not filed by May 1st, a \$400 late fee will be added. It is your responsibility to remember to file your annual report in a timely manner.

A Federal Employer Identification Number (FEI/EIN) will be required when this report is filed. Apply today with the IRS online at:

<https://sa.www4.irs.gov/modiein/individual/index.jsp>.

Please be aware if the limited liability company address changes, it is the responsibility of the limited liability company to notify this office.

Should you have any questions regarding this matter, please contact this office at the address given below.

Matthew H Hitchcock
Regulatory Specialist II
New Filing Section
Division of Corporations

Letter Number: 924A00027080

ARTICLES OF ORGANIZATION
of
PAUL PEDRETTI & ASSOCIATES LLC

The undersigned, for the purpose of forming a limited liability company under the Florida Revised Limited Liability Company Act, Florida Statutes, Chapter 605 (the "*Act*"), hereby makes, acknowledges and files the following Articles of Organization.

ARTICLE I

NAME AND ADDRESS

The name of the limited liability company shall be Paul Pedretti & Associates LLC (the "*Company*"). The mailing and street address of the principal office of the Company shall be 96120 Bay View Drive, Fernandina Beach, Florida 32034.

ARTICLE II

PURPOSES AND POWERS

The general purpose for which this Company is organized is to transact any lawful business for which a limited liability company may be organized under the laws of the State of Florida. The Company shall have all the powers granted to a limited liability company under the laws of the State of Florida.

ARTICLE III

REGISTERED OFFICE AND AGENT

The name and street address of the registered agent in the State of Florida are Paul Pedretti, 96120 Bay View Drive, Fernandina Beach, Florida 32034.

ARTICLE IV

ADMISSION OF MEMBERS

No additional members shall be admitted to the Company except as permitted under the terms of the Company's operating agreement, which may be amended from time to time, or in the absence of an operating agreement, by the Act.

ARTICLE V

TERMINATION OF EXISTENCE

The Company shall not be dissolved upon the occurrence of any event that terminates the continued membership of a member in the Company, provided there is at least one remaining member. The Company shall be terminated and dissolved pursuant to the terms of the Company's operating agreement, which may be amended from time to time, or in the absence of an operating agreement, by the Act.

ARTICLE VI

MANAGER

The Company shall be managed by one or more managers and is, therefore, a manager-managed limited liability company. The managers shall be elected in the manner set forth in the Operating Agreement of the Company. The managers shall hold the offices and have the responsibilities accorded to them by the members as set forth in the Operating Agreement. The name and address of the manager shall be:

Paul Pedretti
96120 Bay View Drive
Fernandina Beach, Florida 32034

ARTICLE VII

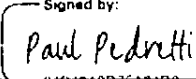
DURATION AND COMMENCEMENT

The Company shall exist perpetually. The Company's existence shall commence on the date these Articles of Organization are executed, except that if they are not filed by the Department of State of the State of Florida within five (5) business days thereafter, the Company's existence shall commence upon filing by the Department of State.

Remainder of Page Intentionally Blank – Signature Page Follows

H24000409508 3

IN WITNESS WHEREOF, the undersigned made and subscribed these Articles of Organization for the foregoing use and purpose this 12th day of December, 2024.

Signed by:


Paul Pedretti, as Authorized Representative

H24000409508 3

**CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT/REGISTERED OFFICE**

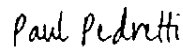
Pursuant to the provisions of the Florida Statutes, Paul Pedretti & Associates LLC, a Florida limited liability company (the “*Company*”), submits the following statement in designating the registered office/registered agent of the Company in the State of Florida:

1. The name of the Company is Paul Pedretti & Associates LLC.
2. The name and address of the registered agent and office are Paul Pedretti, 96120 Bay View Drive, Fernandina Beach, Florida 32034.

ACKNOWLEDGMENT:

Having been named as registered agent and to accept service of process for the Company at the place designated in this Certificate, I hereby accept the appointment as registered agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes relating to the proper and complete performance of my duties, and I am familiar with and accept the obligations of my position as registered agent, as provided for in the Florida Revised Limited Liability Company Act.

DATED: This 12th day of December, 2024.

Signed by:

640a3a3075a8406
 Paul Pedretti, as Registered Agent