

MI400000267

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

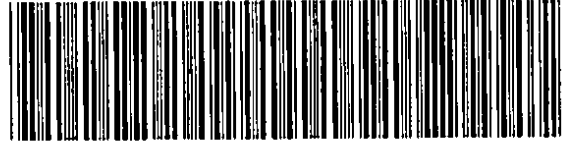
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600339865676

02/12/20--01011--003 ♦+50.00

2020 APR 3 AM 11:02

FILED

Merger

APR 06 2020
I ALBRITTON



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 20, 2020

JAMES GAGEL, ESQ. 2ND MAILING
JG LAW PLLC
2525 PONCE DE LEON BLVD - STE. 300
CORAL GABLES, FL 33134

SUBJECT: LECCEL INTERNATIONAL, LLC
Ref. Number: M14000002667

We have received your document for LECCEL INTERNATIONAL, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

The Articles of Merger can not be submitted as an Exhibit. Please see the enclosed merger form for a limited liability company.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 720A00005080

2020 MAR 23 11:17



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 7, 2020

JAMES GAGEL, ESQ.
JG LAW PLLC
2525 PONCE DE LEON BLVD - STE. 300
CORAL GABLES, FL 33134

SUBJECT: LECCEL INTERNATIONAL, LLC
Ref. Number: M14000002667

We have received your document for LECCEL INTERNATIONAL, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The application/form submitted does not meet the requirements of this office; please complete the attached application/form.

The Articles of Merger can not be submitted as an Exhibit. Please see the enclosed merger form for a limited liability company.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 720A00005080

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: LECEL INTERNATIONAL, 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:

James Gagel

Contact Person

JG Law PLLC

Firm/Company

2525 Ponce de Leon Blvd. Suite 300

Address

Coral Gables, FL 33134

City, State and Zip Code

jgagel@jgagel.com

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

For further information concerning this matter, please call:

James Gagel

Name of Contact Person

at (305) 444-7775

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

**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>LECEL INTERNATIONAL, LLC</u>	<u>State of Maryland</u>	<u>LLC</u>
<u>LECEL SOCCER ACADEMY LLC</u>	<u>State of Florida</u>	<u>LLC</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </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>LECEL INTERNATIONAL, LLC</u>	<u>State of Maryland</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).

FILED
2020 APR -3 AM 11:02
TALLAHASSEE, FLORIDA
CLERK OF CIRCUIT COURT

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.

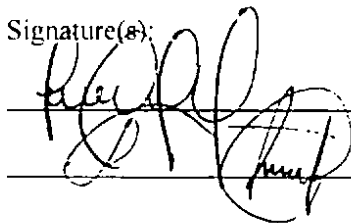
SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

LECEL INTERNATIONAL, LLC

LECEL SOCCER ACADEMY LLC

Signature(s):



Typed or Printed

Name of Individual:

Esther A. Castro Gonzalez

Piter Garcia

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

<u>Fees:</u>	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	<u>Certified Copy (optional):</u>	\$30.00

PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is hereby adopted this 10th day of December 2016, by **LECEL SOCCER ACADEMY LLC**, a Florida Limited Liability Company ("Disappearing Entity"), and **LECEL INTERNATIONAL, LLC**, a Foreign Limited Liability Company ("the Acquiring Limited Liability Company" or "Surviving Company"), said entities being sometimes hereinafter collectively referred to as the "Constituent Parties."

Recitals

WHEREAS, the Constituent Parties deem it advisable that the Disappearing Entity be merged into the Acquiring Limited Liability Company under the laws of the State of Florida in the manner provided therefor pursuant to the Florida Business Corporation Act.

NOW, THEREFORE, in consideration of the promises and the mutual agreements herein contained, the Constituent Parties have agreed, and do hereby plan to merge upon the terms and conditions below stated.

1. Merger

Disappearing Entity will merge with and into the Acquiring Limited Liability Company in accordance with the laws of Florida and this Agreement. The legal existence of the Disappearing Entity shall cease when it is merged into the Acquiring Limited Liability Company. The existence of the Acquiring Limited Liability Company shall remain unimpaired as the surviving company following the merger, and the surviving Company is referred to herein as "Surviving Company."

2. Name of Surviving Company

The name of the Surviving Company shall be **LECEL INTERNATIONAL, LLC, A Maryland Limited Liability Company**, duly registered and authorized to do business in the State of Florida.

3. Principal Office of Surviving Company

The principal office of Surviving Company shall be the current principal office of the Acquiring Limited Liability Company, located at 8407 NW 109th Ct., Doral FL 33178.

4. Purpose of Surviving Company

The purpose of the Surviving Company is to engage in any lawful act or activity for which corporations may be formed under the Florida Business Corporation Act including, without limitation, the activities engaged in by the Disappearing Entity prior to and as of the Effective Date (as defined herein).

5. Resident Agent of Surviving Company

James Gagel, Esq., 2525 Ponce de Leon Blvd, Suite 300, Coral Gables, FL 33134 shall be, and is hereby, appointed as the person to whom process, tax notices, and demands against Surviving Company, or either of the Constituent Parties, may be served.

6. Equity Interests

The Constituent Parties represent and warrant to each other (solely as to matters relating to the party making the representation) as follows:

- a. The percentage membership interests held by the members in the Acquiring Limited Liability Company and the Disappearing Entity are identical.

7. Conversion of Interests in Disappearing Entity

The mode of effecting the membership interests of the Disappearing Entity into the Acquiring Limited Liability Company, and the manner and basis for converting the outstanding membership interests of Disappearing Entity into membership interests in the Surviving Company, shall be as follows:

Each member of the Disappearing Entity shall surrender his or her Certificate to the Surviving Company during the period beginning on the Effective Date (as defined below) and ending on the date which is ten (10) days thereafter. Upon surrender to the Surviving Company of their respective Membership Certificates in the Disappearing Entity, the members of the Disappearing Entity shall become holders of the Membership Certificates of the Surviving Company.

8. Effective Date

The merger shall become effective whichever date the first occurs (the "Effective Date"):

or

- a. This Agreement has been approved by the directors and members owners of each of the Constituent Parties in accordance with the laws of Florida.
- b. Articles of Merger, in substantially the form attached hereto as Exhibit A ("Articles of Merger"), have been signed according to law;
- c. All conditions precedent to each party's duties of performance under this Agreement exist or have occurred, unless waived in writing; and
- d. No event giving either party the right to terminate this Agreement has occurred.

9. Articles of Organization and the Operating Agreement

On the Effective Date, the Articles of Organization and the Operating Agreement of the Surviving Company shall continue in effect as set forth in the corporate book and shall govern the affairs of the surviving Company as provided by law.

10. Merger of Interests and Assumption of Liabilities

At the Effective Date, the Constituent Parties shall be deemed merged. All rights, privileges, immunities, powers, and franchises of a public or private nature, and all property, real, personal, or mixed, of Disappearing Entity shall be taken and deemed to be transferred, and shall be vested in Surviving Company without further act or deed; but Surviving Company shall thenceforth be liable for all debts, liabilities,

obligations, duties, and penalties of the Constituent Parties, and all such debts, liabilities, obligations, duties, and penalties shall thenceforth attach to Surviving Company and may be enforced against it to the same extent as if the debts, liabilities, obligations, duties, and penalties had been incurred or contracted by Surviving Company. When requested by Surviving Company, Disappearing Entity shall execute and deliver all deeds and other instruments deemed by Surviving Company to be necessary in order to vest Surviving Company with title to and possession of all rights and property of Disappearing Entity.

11. Representations and Warranties

The surviving Company shall be deemed the Successor-In-Interest to the Disappearing Entity.

The Constituent Parties represent and warrant to each other (solely as to matters relating to the party making the representation) as follows:

- a. Disappearing Entity and the Surviving Company are organized and in good standing under the laws of the State of Florida and the State of Maryland, respectively.
- b. The signing of this Agreement by Disappearing Entity and the Surviving Company and the consummation of the transactions contemplated by this Agreement have been approved by their members, officers, managers, boards of directors, and shareholders. No further action is necessary under the Florida Business Company Act or the Florida Limited Liability Company Law or to make this Agreement valid and binding upon the parties. The signing of this Agreement and the consummation of the transactions contemplated by this Agreement do not violate any provisions of the charter documents, notes, or other agreements or documents to which the undersigned are parties.

12. Right to Abandon Merger

The managers and owners of each of the Constituent Parties shall each have the power, in their discretion, to abandon the merger provided for herein prior to the filing of the Articles of Merger with the Office of the Secretary of State of Florida.

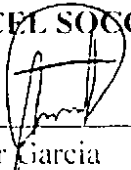
13. Federal Securities Act Exemption

The membership certificates of the Surviving Company to be issued pursuant to this Agreement shall not be registered under the Securities Act of 1933, in reliance on Section 4(2) of the Securities Act of 1933 or such other exemption as the Surviving Company and its counsel shall elect. The parties agree that the membership certificates of the Surviving Company issued pursuant to this Agreement, whether represented by certificates or merely reflected in the Bylaws of the Surviving Company, shall bear a restrictive legend stating substantially as follows:

THE SECURITIES REPRESENTED BY THIS CERTIFICATE HAVE NOT BEEN REGISTERED UNDER THE SECURITIES ACT OF 1933. THESE SECURITIES HAVE BEEN ACQUIRED FOR INVESTMENT AND MAY NOT BE OFFERED, SOLD, TRANSFERRED, PLEDGED, OR HYPOTHECATED IN THE ABSENCE OF AN EFFECTIVE REGISTRATION STATEMENT FOR THE SECURITIES UNDER THE SECURITIES ACT OF 1933 OR AN OPINION OF COUNSEL SATISFACTORY TO THE COMPANY THAT REGISTRATION IS NOT REQUIRED UNDER SAID ACT.


IN WITNESS WHEREOF, the Constituent Parties have caused their respective names to be signed hereto by the president and secretary, thereunto duly authorized by their respective managers.

LECEL SOCCER ACADEMY LLC



Peter Garcia
Member

LECEL INTERNATIONAL, LLC



Esther A. Castro-Gonzalez
Member