

1137

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SUNTYX, 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:

DAVID BENSADON
Contact Person

SUNTYX, LLC
Firm/Company

11550 INTERCHANGE CIR N.
Address

MIRAMAR FL 33025
City, State and Zip Code

dauid.bensadon@poggeriura.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

DAVID BENSADON at (786) 578-2233
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

SECRETARY OF STATE
TALLAHASSEE, FL

2021 JUN -9 PM 2:54

FILED



Via Fedex

April 5, 2021

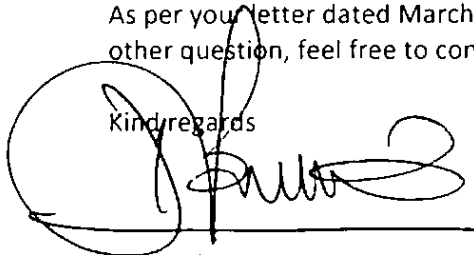
Florida Department of State
Division of Corporations
Amendment Section
The Center of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re.: Merger docs

Dear Sir or Madam,

As per your letter dated March 25 (enclosed), I am attaching the completed and signed forms. Any other question, feel free to contact me at 786-558-2233, ext. 105.

Kind regards



E. David Bensadon
Managing Member

RECEIVED

2021 APR -8 PM 10:45

SECRETARY OF STATE
TALLAHASSEE, FL

Via Fedex

May 12, 2021

Florida Department of State
Division of Corporations
Amendment Section
The Center of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

Re.: Merger docs
Your letter Number 921A00009063

Dear Ms. Tallent,

We are in receipt of your letter dated May 3rd (copy enclosed). We have been trying to process this merger since the month of January, and because of the current backlog as well as a missing document, said merger has not been made effective yet.

Your last communication (May 3rd) mentions that both entities have to be active for the merger to take place. The issue is that reactivating now TYX Management LLC (considering the May 1 deadline has past) would imply a \$500+ reactivation fee. Based on the above, and contemplating that TYX was indeed active at the time of application, I would immensely appreciate if you can please process the merger without having to incur said reactivation fee.

If you have any question, feel free to contact me at 786-558-2233, ext. 105.

Kind regards



E. David Bensadon
Managing Member



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED

2021 MAY 19 PM 3:25

TALLAHASSEE, FL

May 3, 2021

DAVID BENSADON
SUNTYX, LLC
11550 INTERCHANGE CIR N.
MIRAMAR, FL 33025

SUBJECT: SUNTYX, LLC
Ref. Number: M17000002298

We have received your document and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

You failed to make the correction(s) requested in our previous letter.

As a condition of a merger, pursuant to 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.

Susan Tallent
Regulatory Specialist II

Letter Number: 921A00009063



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 25, 2021

E.DAVID BENSADON
SUNTYX, LLC
11550 INTERCHANGE CIRCLE N.
MIRAMAR, FL 33025

SUBJECT: SUNTYX, LLC
Ref. Number: M17000002298

We have received your document and check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

As a condition of a merger, pursuant to 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 USE THE ATTACHED LIMITED LIABILITY COMPANY MERGER FORM TO FILE YOUR INFORMATION.

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.

Susan Tallent
Regulatory Specialist II

Letter Number: 021A00006211

**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>
TYX MANAGEMENT, LLC	Florida	LLC 117000027062
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
SUNTYX, LLC	DELAWARE	LLC 117000027258
_____	_____	_____

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
2021 JUN -9 PM 2:54
SECRETARY OF STATE
TALLAHASSEE, FL

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 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.

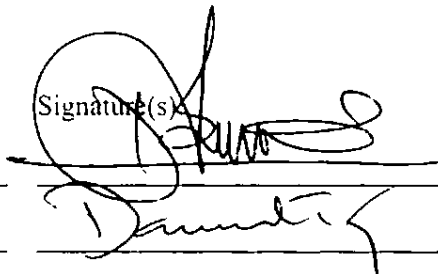
SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

SUNTYX, LLC

TYX MANAGEMENT, LLC

Signature(s)



Typed or Printed

Name of Individual:

E. DAVID BENGADEAN

DAVID TUAM

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

**AGREEMENT AND PLAN OF MERGER
and
AMENDED CERTIFICATE OF FORMATION**

THIS AGREEMENT AND PLAN OF MERGER AND AMENDED CERTIFICATE OF FORMATION, effective as of September 15, 2020, is made between TYX Management, LLC, a Florida limited liability company ("TYX"), and Suntyx, LLC, a Delaware limited liability company ("Suntux").

RECITALS

A. TYX, is a limited liability company organized and existing by virtue of the laws of the State of Florida.

B. Suntyx, is a limited liability company organized and existing by virtue of the laws of the State of Delaware.

C. The Sole Member, Malontyx LLC, a Delaware limited liability company ("Malontyx") and the Manager, David Tuaty of Suntyx and the Members and Managers, E. David Bensadon, Danny Tuaty and David Tuaty of Suntyx deem it desirable and in their best interests that TYX be merged into Suntyx (as described in greater detail herein, the "Merger") and have adopted this plan of merger as of the 15th day of September, 2020.

AGREEMENT

In consideration of the mutual covenants contained herein and other good and valuable consideration, the sufficiency and receipt of which is hereby acknowledged, the parties agree as follows:

1. ***Recitals.*** The foregoing recitals are true and correct and are incorporated herein.
2. ***Surviving Company.*** The surviving entity of the Merger shall be Suntyx and it shall remain a Delaware limited liability company governed by the laws of the State of Delaware.
3. ***Capital Structure Prior to Merger.*** With respect to each entity, prior to the Merger the number of issued, authorized and outstanding membership interests are as follows:

	AUTHORIZED	ISSUED	OUTSTANDING
TYX	100% Membership Interests	100% Membership Interests	100% Membership Interests
Suntux	100% Membership Interests	100% Membership Interests	100% Membership Interests

4. ***Approval of Plan.*** This Agreement and Plan of Merger and Amended Articles of Organization and the Articles and Certificate of Merger were duly approved and adopted by

unanimous vote of the Sole Member and Manager of TYX and by unanimous vote of the Sole Member and Manager of Suntyx.

5. **Plan of Merger.** On the effective date of the Merger:

(a) 100% of the Membership Interest of TYX held by Malontyx shall be converted into and become a membership interest in Suntyx with a Participation Percentage equal to 100% percent, such that the Sole Member of Suntyx and TYX shall remain Malontyx with an aggregate Participation Percentage and Membership Interest equal to one hundred (100%) percent.

(b) The separate corporate existence of TYX shall terminate and cease.

(c) The surviving limited liability company, Suntyx, shall become the transferee and owner of all the rights, privileges, franchises, and property, including, but not limited to all of the real and personal property, both tangible and intangible, chooses in action, of whatsoever nature or description, without further action, deeds, bills of sale, assignments, or other like instruments. However, any such instrument shall be promptly executed by the appropriate officers of TYX whenever deemed desirable to evidence such transfer, vesting, or devolution of any such property or right.

(d) The surviving limited liability company shall become subject to all the liabilities, obligations and penalties of TYX

6. **Issuance of Membership Certificates.** The manner and basis of issuing the new membership certificates is as follows: the shareholders of TYX shall surrender the stock certificates representing the issued and outstanding stock of TYX and shall receive new Suntyx, LLC certificates reflecting their interest.

7. **Managers.** The manager of Suntyx, the surviving entity, shall be David Tuaty and its business addresses is 11550 Interchange Circle N., Miramar, FL 33025.

8. **Ordinary Course of Business.** Neither TYX nor Suntyx shall, prior to the effective date of the Merger, engage in any activity or transaction other than in the ordinary course of business, except as contemplated herein.

9. **Course of Dealing.** No course of dealing between the parties shall be effective to change, modify or discharge any provision of this Agreement or to constitute a waiver of any default.

10. **Amendments.** This Agreement may be modified or amended only by an instrument in writing executed by the parties.

11. **Governing Law.** This Agreement shall be governed by and construed under the laws of the State of Delaware.

[signatures continued on next page]

[signature page to Agreement and Plan of Merger
and Amended Articles of Organization effective as of
September 15, 2020]

IN WITNESS WHEREOF, the parties have executed this Agreement effective the date and
year first above written.

Signed and Sealed in the presence of:

Patricia Lopez
Witness No 1 Signature

Patricia Lopez
Witness No 1 Print Name

[Signature]
Witness No 2 Signature

Claudia Frank
Witness No 2 Print Name

[Signature]
TYX LLC management LLC
A Florida limited liability company

By: [Signature]
Name: E. David Bensadon
Title: Manager

By: [Signature]
Name: Danny Tuaty
Title: Manager

By: [Signature]
Name: David Tuaty
Title: Manager

Suntux LLC
A Delaware limited liability company

By: [Signature]
Name: David Tuaty
Title: Manager

Patricia Lopez
Witness No 1 Signature

Patricia Lopez
Witness No 1 Signature

[Signature]
Witness No 2 Signature

Claudia Frank
Witness No 2 Print Name

ARTICLES OF MERGER

Pursuant to the provisions of Section 605.1021, Florida Statutes, the undersigned TYX Management LLC, a Limited liability company organized under the laws of the State of Florida ("TYX"), and Suntyx, LLC, a Limited liability company organized under the laws of the State of Delaware ("Suntux"), adopt the following Articles of Merger for the purpose of merging the two limited liability companies into one Florida limited liability company:

ARTICLE I

The names of the constituent companies and the States under the laws of which they are respectively organized are:

Name of Company	State
Suntux, LLC	Delaware
TYX Management, LLC	Florida

ARTICLE II

The surviving entity of the Merger shall be Suntyx, LLC, and it shall be governed by the laws of Florida.

ARTICLE III

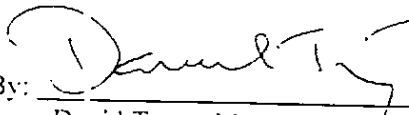
This merger was approved by each of Suntyx and TYX in accordance with the provisions of sections 605.1021 through 605.1026, Florida Statutes. All members of each of Suntyx and TYX have approved this merger, and no member of either Suntyx or TYX will have any interest holder liability under section 605.1023(1)(b), Florida Statutes.

[signatures continued on next page]

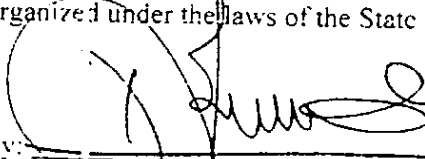
[signature page to Articles of Merger]

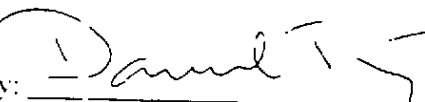
In Witness Whereof, the parties have executed these Articles of Merger on September 15, 2020.

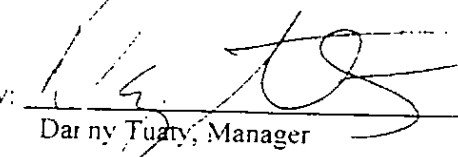
Suntyx LLC, a limited liability company organized
under the laws of the State of Delaware

By: 
David Tuaty, Manager

TYX Management LLC, a limited liability company
organized under the laws of the State of Florida

By: 
E. David Bensadon, Manager

By: 
David Tuaty, Manager

By: 
Darny Tuaty, Manager