

m 82952

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

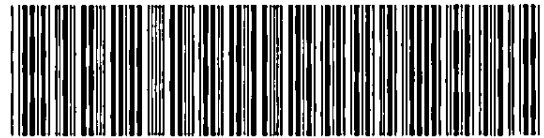
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer.

Office Use Only



100307060881

01/04/18--01001--001 \*\*25.00

01/04/18--01001--002 \*\*10.00

100307060881  
12/29/17--01002--004 \*\*70.00

2-12-31-17

Merger

1-3-18

De

FILED  
17 DEC 28 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 29, 2017

CAPITAL CONNECTION, INC.

SUBJECT: ADAMS REAL ESTATE, INC.  
Ref. Number: M82952

We have received your document for ADAMS REAL ESTATE, INC. and your check(s) totaling \$70.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There is a balance due of \$25.00.

The fee to file the merger is \$95.00. \$35.00 per corporation and \$25.00 for the LLC.

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.

Tracy L Lemieux  
Regulatory Specialist II

Letter Number: 817A00026338

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

ADAMS REAL ESTATE, INC.

Signature \_\_\_\_\_

Requested by: BA

12/28/17

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

- ☒ Art of Inc. File \_\_\_\_\_
- \_\_\_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_\_\_ L.C. File \_\_\_\_\_
- \_\_\_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_\_\_ Merger File \_\_\_\_\_
- \_\_\_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- \_\_\_\_\_ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- \_\_\_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_\_\_ Officer Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_\_\_ Driving Record \_\_\_\_\_
- \_\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_\_\_ Courier \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** ADAMS REAL ESTATE, INC.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Robert E. McGill, III

Contact Person

Robert E. McGill, III, P.A.

Firm/Company

36008 Emerald Coast Pkwy., Ste. 301

Address

Destin, FL 32541

City, State and Zip Code

sherri@bobmcgill.com

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

For further information concerning this matter, please call:

Robert E. McGill, III

at ( 850 ) 837-1386

Name of Contact Person

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

**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 Profit or Non-Profit Corporation  
Into  
Other Business Entity

FILED  
17 DEC 28 AM 8:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 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>
Pelican Beach Management, LLC	Florida	Limited Liability Company
Chan's Pelican Market, Inc.	Florida	For Profit Corporation
Adams Real Estate, Inc.	Florida	For Profit Corporation

L12-4957  
897-40913

**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>
Adams Real Estate, Inc.	Florida	For Profit Corporation

M82952

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the 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:

December 31, 2017

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**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.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

Not Applicable

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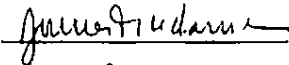
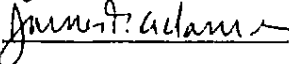

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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

**EIGHTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Pelican Beach Management, LLC		James F. Adams, Manager
Adams Real Estate, Inc.		James F. Adams, President
Chan's Pelican Market, Inc.		James F. Adams, President
_____	_____	_____

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 a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

## PLAN OF MERGER

**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>Pelican Beach Management, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Chan's Pelican Market, Inc.</u>	<u>Florida</u>	<u>For Profit Corporation</u>
<u>Adams Real Estate, Inc.</u>	<u>Florida</u>	<u>For Profit Corporation</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>Adams Real Estate, Inc.</u>	<u>Florida</u>	<u>For Profit Corporation</u>
_____	_____	_____

**THIRD:** The terms and conditions of the merger are as follows:

The Merger shall be effective on December 31, 2017.

Effective on the effective date, Pelican Beach Management, LLC and Chan's Pelican Market, Inc., will merge with and into Adams Real Estate, Inc., and the separate existence of Pelican Beach Management, LLC and Chan's Pelican Market, Inc., will cease. Adams Real Estate, Inc. will continue in existence as the surviving party to such merger under the name of Adams Real Estate, Inc.

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

*(Attach additional sheet if necessary)*



**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

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See attached Exhibit "A"

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

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See attached Exhibit "A"

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*(Attach additional sheet if necessary)*

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

Not Applicable

*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Not Applicable

*(Attach additional sheet if necessary)*

**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Upon the filing of these Articles of Merger the separate existence of Pelican Beach Management, LLC and Chan's Pelican Market, Inc. shall cease to exist. This Plan of Merger has been approved by 100% of the shareholders of Chan's Pelican Market, Inc., as well as 100% of the members of Pelican Beach Management, LLC.

*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

N/A

*(Attach additional sheet if necessary)*

**EXHIBIT "A"**

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

As of the date hereof, the following persons are the owners of all of the outstanding capital stock/membership interest in and to each merged party as shown below:

**PELICAN BEACH MANAGEMENT, LLC**

<u>Member Name</u>	<u>Percentage of Ownership</u>
James F. Adams	85%
Peggy Adams	15%

**CHAN'S PELICAN MARKET, INC.**

<u>Shareholder Name</u>	<u>Percentage of Ownership</u>
James F. Adams	100%

On the effective date of the merger, the currently issued and outstanding membership interest of each of the Members of Pelican Beach Management, LLC and the stock of the sole Shareholder of Chan's Pelican Market, Inc., shall be deemed cancelled without the need for the taking of any further action thereon and shares of **Adams Real Estate, Inc.**, shall be issued in the name of each such shareholder as set forth below:

<u>Shareholder Name</u>	<u>Percentage of Ownership</u>
James F. Adams	100%

On the effective date of the Merger the membership transfer book of Pelican Beach Management, LLC and the stock transfer book of Chan's Pelican Market, Inc., shall be closed and no further transfers of shares/membership interest in Pelican Beach Management, LLC or Chan's Pelican Market, Inc., shall thereafter be recorded thereon.

B. The manner and basis of converting the rights to acquire the interest, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

The governing documents of each merged party provide terms under which a merger may be accomplished, reserving each member/shareholder's right to convert their interest, shares, obligations and other securities into the interest, shares, obligations and securities of any survivor entity and all shareholders/members of the merging parties have approved the Merger contemplated herein.