

P00000001097

Florida Department of State
Division of Corporations
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To:
Division of Corporations
Fax Number : (850)617-6380

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Account Number : I20000000177
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SECRETARY OF STATE
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**MERGER OR SHARE EXCHANGE
A.C.R. INVESTMENTS, INC.**

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Certified Copy	1
Page Count	04
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* * * Communication Result Report (Nov. 27. 2024 1:26PM) * * *

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Date/Time: Nov. 27. 2024 1:24PM

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November 4, 2024

FLORIDA DEPARTMENT OF STATE
Division of CorporationsA.C.R. INVESTMENTS, INC.
1318 LAYETTE STREET
CAPE CORAL, FL 33904SUBJECT: A.C.R. INVESTMENTS, INC.
REF: P00000001397

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and resubmit the complete document, including the electronic filing cover sheet.

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Tina Clise FAX And. #: 824800367108
Regulatory Specialist II Supervisor Letter Number: 724A00024241

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date of November 4, 2024.
Thank you.

x x x Communication Result Report (Dec. 5. 2024 9:29AM) x x x

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2)

Date/Time: Dec. 5. 2024 9:26AM

File	No. Mode	Destination	Page	Result	Net Sent
2755	Memory TX	18506176381	P. 6	OK	

Reason for error

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E. 2) Busy

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11/5/2024 11:27:02 AM PAGE 1/001 FAX 007902



November 4, 2024

FLORIDA DEPARTMENT OF STATE
Division of Corporations

A.C.R. INVESTMENTS, LLC.
1316 LAFAYETTE STREET
CAPE CORAL, FL 33904

SUBJECT: A.C.R. INVESTMENTS, LLC.
XIF: P00300001087

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Tammi Cline FAX And. #: 824000367108
Regulatory Specialist III Supervisor Letter Number: 724A00724241

12/5/24

This was faxed to Emilio
on 11/27/24 - see fax
confirmation attached. As of
today, we have not received
confirmation/certified copy of
this filing. Pls fax us the
certified copy as soon as you
can. Thank you.

11/27/24

Please maintain our filed
date of November 4, 2024.
Thank you.

[Signature]



November 4, 2024

FLORIDA DEPARTMENT OF STATE
Division of Corporations

A.C.R. INVESTMENTS, INC.
1318 LAFAYETTE STREET
CAPE CORAL, FL 33904

SUBJECT: A.C.R. INVESTMENTS, INC.
REF: P00000001097

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

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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.

Tammi Cline
Regulatory Specialist II Supervisor

FAX Aud. #: H24000367108
Letter Number: 724A00024241

12/5/24
This was faxed to Sunbiz
on 11/27/24 - see fax
confirmation attached. As of
today, we have not received
confirmation/certified copy of
this filing. Pls fax us the
certified copy as soon as you
can. Thank you.

11/27/24

Please maintain our filed
date of November 4, 2024.
Thank you.

A handwritten signature in black ink, appearing to be "Dej" followed by a stylized flourish.

FILED

2024 NOV -4 AM 11:16

ARTICLES OF MERGER

of

SECRETARY OF STATE
TALLAHASSEE, FL

RIVERHOUSE OF LEE COUNTY, INC. - P 000000001519,

into

A.C.R. INVESTMENTS, INC. - P 000000001097

THESE ARTICLES OF MERGER are hereby entered by and between Riverhouse of Lee County, Inc., a Florida corporation, whose principal office is 804 Nicholas Parkway E., Suite 1, Cape Coral, FL 33990, and A.C.R. Investments, Inc., a Florida corporation, whose principal office is 804 Nicholas Parkway E., Suite 1, Cape Coral, FL 33990.

Under Section 607.1105 of the Florida Statutes, Riverhouse of Lee County, Inc. and A.C.R. Investments, Inc. adopt the following Articles of Merger.

1. The Agreement and Plan of Merger dated as of October 1, 2024, effective as of date of filing with Florida Department of State ("Plan of Merger") between Riverhouse of Lee County, Inc. and A.C.R. Investments, Inc. was approved and adopted by the shareholders and directors of Riverhouse of Lee County, Inc. on October 1, 2024 in accordance with its governing documents and Florida law and was approved and adopted by the shareholders and directors of A.C.R. Investments, Inc. on October 1, 2024 in accordance with its governing documents and Florida law.


2. Under the Plan of Merger, Riverhouse of Lee County, Inc. will be merged into A.C.R. Investments, Inc., with A.C.R. Investments, Inc. being the surviving entity and with all the authorized, issued and outstanding shares of common stock of Riverhouse of Lee County, Inc., which are held by its parent and sole shareholder, A.C.R. Investments, Inc., being merged into the shares of common stock of A.C.R. Investments, Inc., which are held by its sole shareholder, Reckendorf Kommanditgesellschaft, a German corporation (the "Merger").

3. The Plan of Merger is attached hereto as Exhibit A and incorporated herein by this reference, with the effective date of the merger being date of filing with Florida Department of State.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on October 1, 2024, effective as of date of filing with Florida Department of State.

Riverhouse of Lee County, Inc., a Florida corporation

By:

 Pres.
Andreas Reckendorf, President

A.C.R. Investments, Inc., a Florida corporation

By:

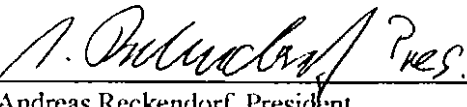
 Pres.
Andreas Reckendorf, President

Exhibit A

to

Articles of Merger

Agreement and Plan of Merger

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made on October 1, 2024, effective as of date of filing with Florida Department of State (the "Effective Date"), by and among:

- (i) Riverhouse of Lee County, Inc., a Florida corporation (the "Riverhouse"); and
- (ii) A.C.R. Investments, Inc., a Florida corporation (the "ACR").

WHEREAS, the parties hereto desire to submit and adopt a plan of merger in accordance with Section 607.1105 of the Florida Statutes;

WHEREAS, the parties hereto deem it advisable Riverhouse be merged into ACR pursuant to this Agreement and in accordance with the applicable statutes of the State of Florida;

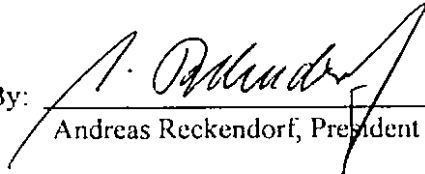
WHEREAS, it is the intent of the parties hereto the authorized, issued and outstanding shares of common stock of Riverhouse shall be merged into the authorized, issued and outstanding shares of common stock of ACR;

NOW, THEREFORE, the parties hereto agree as follows:

1. **Transfer of Property and Liabilities.** Upon the Effective Date of the merger, the separate existence of Riverhouse shall cease; the authorized, issued and outstanding shares of common stock of Riverhouse, which are all owned by ACR, shall be merged into the authorized, issued and outstanding shares of common stock of ACR, which are all owned by Reckendorf Kommanditgesellschaft, a German corporation; and the authorized, issued and outstanding shares of common stock of Riverhouse shall thereafter be deemed cancelled. Upon the filing of Articles of Merger and this Agreement with the State of Florida, ACR shall possess all of the rights, privileges, immunities, powers, and purposes, and all of the property, real and personal, causes of action, and every other asset of Riverhouse, and shall assume and be liable for all of the liabilities, obligations, and penalties of Riverhouse, in accordance with the Florida Business Corporation Act.
2. **Continuation of ACR.** Following the merger, the existence of ACR shall continue unaffected and unimpaired by the merger, with ACR having all the rights, privileges, immunities, and powers, and ACR being subject to all the duties and liabilities, of a corporation organized under the laws of the State of Florida; the shareholdings, the Articles of Incorporation and the Bylaws of ACR, as in effect on the Effective Date, shall continue in full force and effect and shall not be changed in any manner by the merger; the directors and officers of ACR in office immediately prior to the Effective Date shall continue in office as the directors and officers of ACR without impairment.
3. **Conditions Precedent.** All conditions precedent to the execution of this Agreement have been satisfied, including, but not limited to, any necessary consents of the shareholders and directors of Riverhouse and ACR.


IN WITNESS WHEREOF, the parties have entered this Agreement effective as of the Effective Date.

Riverhouse of Lee County, Inc., a Florida corporation

By:  Pres.
Andreas Reckendorf, President

Dated: October 1, 2024

A.C.R. Investments, Inc., a Florida corporation

By:  Pres.
Andreas Reckendorf, President

Dated: October 1, 2024