

4/28/2021

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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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((H21000170708 3)))



H210001707083ABC-

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

From: Account Name : JONES FOSTER P.A.  
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Phone : (561)650-0471  
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Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\*

Email Address: sporter@cdlcpa.com

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MERGER OR SHARE EXCHANGE  
SAV EDGEWATER, INC.

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$96.25

correction attached.

850-617-6381

5/3/2021 12:25:50 PM PAGE 1/001 Fax Server



May 3, 2021

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

SAV EDGEWATER, INC.  
505 SOUTH FLAGLER DRIVE  
SUITE 900  
WEST PALM BEACH, FL 33401

SUBJECT: SAV EDGEWATER, INC.  
REF: P03000021568

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.

Merger must be filed pursuant to 607.1105 of the Florida Statutes. Please use the Corporation Merger form.

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.

Diane Cushing  
Senior Section Administrator

FAX Aud. #: H21000170708  
Letter Number: 321A00009109

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### ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
SAV EDGEWATER, INC.	Florida	corporation	P03000021568

**SECOND:** The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
EDGEWATER VOLUSIA INVESTMENT LIMITED PARTNERSHIP, LTD.	Florida	limited partnership	A03000000302

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.1101(1)(b), F.S., and by the organic law governing the other parties to the merger.

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**FOURTH:** Please check one of the boxes that apply to surviving entity:

- This entity exists before the merger and is a domestic filing entity.
- This entity exists before the merger and is not authorized to transact business in Florida.
- This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor 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.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- The plan of merger was approved by the shareholders and each separate voting group as required.
- The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

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**EIGHTH:** 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:

**upon filing with the Florida Department of State**

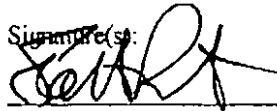
**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

Name of Entity/Organization:

SAV EDGEWATER, INC.

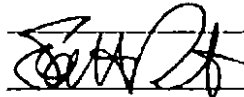
Signature(s):



Typed or Printed Name of Individual:

Scott L. Porter, President

EDGEWATER VOLUSA INVESTMENT LIMITED PARTNERSHIP, LTD.



Scott L. Porter, President of

Edgewater General, Inc., its

sole General Partner

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

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**PLAN OF MERGER**

PLAN OF MERGER, dated as of APRIL 26, 2021 (this "Plan of Merger"), between EDGEWATER VOLUSIA INVESTMENT LIMITED PARTNERSHIP, LTD., a Florida limited partnership (hereinafter, the "Partnership"), and SAV. EDGEWATER, INC., a Florida corporation (hereinafter, the "Corporation" or the "Survivor") (jointly, the "Constituent Entities").

WHEREAS, the Partnership is a limited partnership, duly organized and existing under the laws of the State of Florida as of the date of this Plan of Merger; and

WHEREAS, the Corporation is a corporation existing under the laws of the State of Florida as of the date of this Plan of Merger;

WHEREAS, the sole general partner of the Partnership and the Board of Directors and Shareholders of the Corporation have approved and deemed it advisable and in the best interests of the Partnership and the Corporation, respectively, that the Partnership be merged with and into the Corporation on the terms and conditions set forth in this Plan of Merger,

NOW, THEREFORE, in consideration of the foregoing, and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties hereto hereby agree as follows:

1. **The Merger.** Upon the terms and subject to the conditions set forth in this Plan of Merger and in accordance with the applicable provisions of the Florida Revised Uniform Limited Partnership Act of 2005 (the "FRULPA") and the Florida Business Corporation Act (the "FBCA"), the Partnership shall be merged with and into the Corporation (the "Merger") at the Effective Time (as defined in Section 2). At the Effective Time, the separate existence of the Partnership shall cease, and the Corporation shall continue as the surviving entity and shall succeed to and assume all of the rights, properties, liabilities and obligations of the Partnership in accordance with the FRULPA and the FBCA.

2. **Effective Time.** As soon as practicable after all authorizations and approvals have been obtained, including the approval by the sole general partner of the Partnership and the approval by the Board of Directors and Shareholders of the Corporation, the parties hereto shall cause the Merger to be consummated by filing a Certificate of Merger (the "Certificate of Merger") with the Secretary of State of the State of Florida, in such form as is required by the FRULPA and the FBCA and shall make all other filings or recordings required under the FRULPA and the FBCA. The Merger shall become effective upon such filings or at such time thereafter as is provided in the Certificate of Merger (the "Effective Time").

3. **Effects of the Merger.** At and after the Effective Time, the Merger shall have the effects set forth in the FRULPA and the FBCA.

4. **Articles of Incorporation.** The Articles of Incorporation of the Corporation as in effect immediately prior to the Effective Time shall remain the Articles of Incorporation of the Corporation and shall continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the FBCA.

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5. **Bylaws.** The Bylaws of the Corporation as in effect immediately prior to the Effective Time shall continue as the Bylaws of the Corporation until thereafter amended in the manner provided therein and/or by the FBCA.

6. **Authorization.** Prior to the Effective Time, each of the Constituent Entities shall take all such action (including, without limitation, obtaining the approval of the Merger and this Plan of Merger by the sole general partner of the Partnership and the Board of Directors and Shareholders of the Corporation, as the case may be) to effectuate the Merger.

7. **Partnership Interests of the Partnership.** Upon the Effective Time, each then outstanding partnership interest in the Partnership shall, by virtue of the Merger and without any action on the part of the holder thereof, be cancelled and cease to exist and no consideration shall be issued in respect thereof.

8. **Capital Stock of the Corporation.** Upon the Effective Time, the outstanding capital stock of the Corporation shall, by virtue of the Merger and without any action on the part of the holder thereof, remain unchanged and continue to represent 100% of the outstanding capital stock of the Corporation.

9. **Amendment.** No change or modification of this Plan of Merger shall be valid unless made in writing by all parties hereto.

10. **Applicable Law.** This Plan of Merger shall be governed by and construed in accordance with the laws of the State of Florida.

11. **Survival.** Any provision of this Plan of Merger which contemplates performance or the existence of obligations after the Effective Date, shall not be deemed to be merged into or waived by the execution and delivery of this Plan of Merger or any other instrument but shall expressly survive the Merger and shall be binding upon the party or parties obligated thereby.

IN WITNESS WHEREOF, this Plan of Merger has been executed on behalf of the Corporation and the Partnership on the date first above written.

Corporation (Survivor):

SAV EDGEWATER, INC.

By:  \_\_\_\_\_

Scott L. Porter

Its: President

Partnership:

EDGEWATER VOLUSIA INVESTMENT LIMITED PARTNERSHIP, LTD.

By: Edgewater General, Inc., its sole General Partner

By:  \_\_\_\_\_

Scott L. Porter

Its: President