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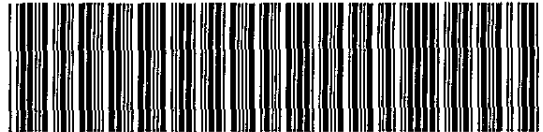
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FILING

LLC merger

1.) Advenir, LLC into Advenir, Inc.
(CORPORATE NAME & DOCUMENT #)

2.) _____
(CORPORATE NAME & DOCUMENT #)

3.) _____
(CORPORATE NAME & DOCUMENT #)

4.) _____
(CORPORATE NAME & DOCUMENT #)

5.) _____
(CORPORATE NAME & DOCUMENT #)

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**PLAN AND ARTICLES OF MERGER
OF
ADVENIR, LLC,
A FLORIDA LIMITED LIABILITY COMPANY,
INTO
ADVENIR, INC.,
A FLORIDA CORPORATION**

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**THE UNDERSIGNED LIMITED LIABILITY COMPANY AND CORPORATION
DO HEREBY CERTIFY:**

FIRST: The name and state of organization of each of the constituent entities (the "Constituent Entities") of the merger (the "Merger") is as follows:

NAME	STATE OF ORGANIZATION
-------------	------------------------------

Advenir, LLC
4780 NW 9th Street
Plantation, Florida 33317

Florida

L02000034805

Advenir, Inc.
4780 NW 9th Street
Plantation, Florida 33317

Florida

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SECOND: That this Plan and Articles of Merger (the "Plan of Merger") between the parties to the Merger has been approved and adopted by the sole manager and member of Advenir, LLC and the sole director and shareholder of Advenir, Inc. in accordance with the requirements of Florida law and that upon filing this document with the Secretary of State of the State of Florida, the Merger shall be effective (the "Effective Date").

THIRD: The surviving corporation of the Merger is Advenir, Inc., a Florida corporation (the "Surviving Corporation"). The sole director and shareholder of the Surviving Corporation is Stephen L. Vecchitto, 4780 NW 9th Street, Plantation, Florida 33317.

FOURTH: The terms and conditions of the Merger and the manner and basis of converting the interests of the Constituent Entities is as follows:

(a) Limited Liability Company Existence

(1) From and after the Effective Date, Advenir, Inc. as the Surviving Corporation shall continue its existence as a Florida corporation and (i) it shall thereupon and thereafter possess all rights, privileges, powers, franchises and property (real, personal and mixed) of each of the Constituent Entities; (ii) all debts due to either of the Constituent Entities, on whatever account, all causes in

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action and all other things belonging to either of the Constituent Entities shall be taken and deemed to be transferred to and shall be vested in the Surviving Corporation by virtue of the Merger without further act or deed; (iii) the title to any real estate vested by deed or otherwise, under the laws of any jurisdiction, in either of the Constituent Entities, shall not revert or be in any way impaired by reason of the Merger; and (iv) all rights of creditors and all liens upon any property of any of the Constituent Entities shall be preserved unimpaired, and all debts, liabilities and duties of the Constituent Entities shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if such debts, liabilities and duties had been incurred or contracted by the Surviving Corporation.

(2) From and after the Effective Date, (i) the Articles of Incorporation of the Surviving Corporation, as existing immediately prior to the Effective Date, shall be the Articles of Incorporation of the Surviving Corporation subject to amendments adopted herein, if any, and any subsequent amendments; and (ii) the sole director of the Surviving Corporation holding office immediately prior to the Effective Date shall be the sole director of the Surviving Corporation, and shall continue to serve subject to the Surviving Corporation's Articles of Incorporation.

(b) Conversion of Membership Interests

Each membership interest in Advenir, LLC (the "Acquired LLC") outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist, and converted into one (1) share of common stock of the Surviving Corporation.

FIFTH: Voting results for the Merger are as follows:

- (a) Advenir, LLC. The Plan of Merger was submitted to and approved, in writing, by the sole member and manager of the Acquired LLC, resulting in the approval of the Merger and the Plan of Merger.
- (b) Advenir, Inc. The Plan of Merger was submitted to and approved, in writing, by the sole director and shareholder of the Surviving Corporation, resulting in the approval of the Merger and the Plan of Merger.

SIXTH: Notwithstanding the prior approval of this Plan of Merger by any of the Constituent Entities, and prior to the filing of this Plan of Merger with the Department of State for the state of Florida, any of the Constituent Entities may abandon this Plan of Merger by the affirmative vote of the general partner of such Constituent LP.

SEVENTH: Upon this Merger becoming effective, the Surviving Corporation acknowledges that it is deemed, under Florida law:

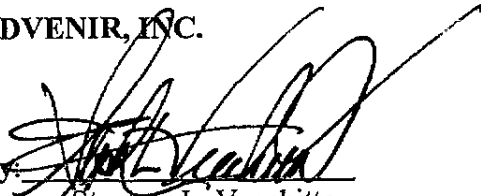
(a) To appoint the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members or shareholders of the Constituent Entities party to the Merger; and

(b) To agree that it will promptly pay to the dissenting members or shareholder of each of the Constituent Entities party to the Merger the amount representing the fair value of their ownership interests to which they are entitled under Section 607.1302 or 608.4384, Florida Statutes.

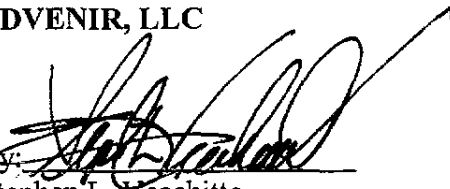
EIGHTH: The Merger shall become effective upon the filing of this document with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, the undersigned have executed this Plan and Articles of Merger as of the 28 day of July, 2003

ADVENIR, INC.

By: 
Stephen L. Vecchitto
President

ADVENIR, LLC


By: 
Stephen L. Vecchitto
Manager

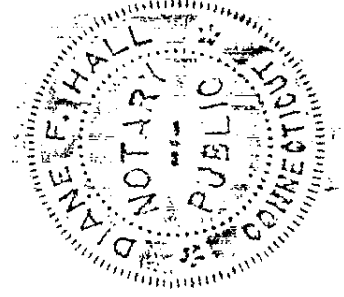
State of Florida)
)
County of Miami-Dade)

Before me, the undersigned Notary Public in and for the said county and state, personally appeared Stephen L. Vecchitto, the President of Advenir, Inc., a Florida corporation, and the manager of Advenir, LLC, a Florida limited liability company, who is personally known to me and who signed the foregoing Plan and Articles of Merger on behalf of such corporation and limited liability company, respectively.

Dated: 7/29/03

My commission expires: 5/31/04
#122135


Print Notary Name: Diane F. Hall
Notary Public State of ~~Florida~~ Connecticut



AGREEMENT AND PLAN OF MERGER

This Agreement, is entered into as of July 28, 2003, by and between Advent, Inc., a Florida corporation (the "Surviving Corporation"), and Advenir, LLC, a Florida limited liability company (the "Acquired LLC"), said two entities being herein sometimes collectively referred to as the "Constituent Entities."

WITNESSETH:

WHEREAS, the Shareholders and the Members of the Constituent Entities hereto deem it advisable (and have heretofore approved), upon the terms and subject to the conditions herein stated, that Acquired LLC be merged with and into Surviving Corporation and that Surviving Corporation be the surviving corporation.

NOW, THEREFORE, it is agreed as follows:

AGREEMENT

1. Acquired LLC shall be merged with and into Surviving Corporation, with the Surviving Corporation as the surviving corporation (the "Merger"), in accordance with the Florida Business Corporation Act.

2. Each membership interest of the Acquired LLC issued and outstanding immediately prior to the effective date of the Merger shall, by virtue of the Merger and without any action on the part of the holders thereof, cease to exist, and be converted into one (1) share of the common stock of the Surviving Corporation.

3. On and after the effective date of the Merger, the Surviving Corporation, shall continue to exist as a corporation under the laws of the State of Florida with all of the rights and obligations of a surviving domestic corporation as are provided by the Florida Business Corporation Act.

4. On and after the effective date of the Merger, Acquired LLC shall cease to exist as a limited liability company under the laws of the State of Florida, and its property and assets shall become the property and assets of the Surviving Corporation, subject to all existing liabilities of Acquired LLC, which liabilities Surviving Corporation assumes and agrees to pay.

5. On and after the effective date of the Merger, the shareholder and director of the Surviving Corporation shall continue to be the shareholder and director of the Surviving Corporation, until their resignation or removal in accordance with the terms and conditions of its Articles of Incorporation and Bylaws of the Surviving Corporation.

6. The Surviving Corporation may be served with process in the State of Florida in any proceeding for enforcement of any obligation of Acquired LLC, as well as for enforcement of any obligation of the Surviving Corporation arising from the Merger.

7. The Articles of Incorporation and Bylaws of the Surviving Corporation in effect on the effective date of the Merger shall be the Articles of Incorporation and Bylaws of the Surviving Corporation.

IN WITNESS WHEREOF, the Surviving Corporation and the Acquired LLC have each caused this Agreement to be executed by its duly authorized representative as the date first above written.

ADVENIR, INC.

By: _____

Stephen L. Vecchitto
President

ADVENIR, LLC

By: _____

Stephen L. Vecchitto
Manager

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