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Florida Department of State
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To:

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

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Account Name : EAVENSON, FRASER, LUNSFORD & IVAN, PLLC
Account Number : I20140000035
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DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

E Street of Jax Beach, Inc.

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$70.00

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2017 MAR 30 A 10:19

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MAR 31 2016

T. LEMIEUX

Merger

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: E Street of Jax Beach, Inc.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Sarah Hoffman

Contact Person

Eavenson, Fraser, Lunsford & Ivan, PLLC

Firm/Company

4230 Pablo Professional Court, Suite 250

Address

Jacksonville, FL 32224

City, State and Zip Code

sarah@efilaw

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

For further information concerning this matter, please call:

Sarah Hoffman

at (904) 425-9975

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
OF
E STREET PROPERTIES, LLC
WITH AND INTO
E STREET OF JAX BEACH, INC.**

The following Articles of Merger are prepared in accordance with Sections 605.1025 and 607.1109, Florida Statutes, and submitted to merge the following Florida limited liability company into the following Florida corporation in accordance with Section 607.1108, Florida Statutes.

1. E Street Properties, LLC, a Florida limited liability company, that has been assigned document number L0500058839, is merging with and into E Street of Jax Beach, Inc., a Florida corporation, that has been assigned document number P05000052661.
2. The attached Plan of Merger was approved by E Street Properties, LLC, in accordance with the applicable provisions of Chapter 605, Florida Statutes, by unanimous written consent of the member and manager of E Street Properties, LLC, on March 29, 2017.
3. The attached Plan of Merger was approved by E Street of Jax Beach, Inc., in accordance with the applicable provisions of Chapter 607, Florida Statutes, by unanimous written consent of the shareholder and directors of E Street of Jax Beach, Inc., on March 29, 2017.
4. Pursuant to the Plan of Merger, E Street Properties, LLC, shall be merged with and into E Street of Jax Beach, Inc., the surviving corporation.
5. E Street of Jax Beach, Inc., has agreed to pay any members of E Street Properties, LLC, with appraisal rights the amount to which such members are entitled under the provisions of Sections 605.1006 and 605.1061 - .1072.
6. The merger shall be effective as of the date of the filing of these Articles of Merger with the Florida Secretary of State.

[Signature page follows.]

FILED
2017 MAR 30 A 10:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned have executed the Articles of Merger as of March 30, 2017.

E STREET PROPERTIES, LLC, a Florida
limited liability company

By: Mary M. Malone
Name: Mary M. Malone
Its: President

E STREET OF JAX BEACH, INC., a Florida
corporation

By: Mary M. Malone
Name: Mary M. Malone
Its: President

PLAN OF MERGER

THIS PLAN OF MERGER (the "**Plan**") is dated effective as of March 30, 2017, by and between E Street Properties, LLC, a Florida limited liability company ("**Properties**"), and E Street of Jax Beach, Inc., a Florida corporation ("**E Street**" or the "**Surviving Entity**"). Properties and E Street are hereinafter sometimes referred to collectively as the "**Constituent Entities**."

RECITALS

WHEREAS, the board of directors and shareholders of E Street and managers and member of Properties determined that it would be in the best interests of their respective entities and their respective shareholders and members for Properties to merge with and into E Street in accordance with Florida law.

AGREEMENT

NOW, THEREFORE, in consideration of the premises, and the mutual covenants, agreements, provisions and grants herein contained, the Constituent Entities hereby agree and prescribe the terms and conditions of this Plan and the mode of carrying the same into effect, as follows:

1. **Merger.** Subject to and on the terms and conditions set forth herein, on the Effective Date (as defined in Section 2 below), Properties shall be merged (the "**Merger**") with and into E Street, with the separate corporate existence of Properties ceasing and E Street shall continue as the surviving entity of the Merger.

2. **Effective Date.** The Merger shall become effective upon the filing of the Articles of Merger in such form as is required with the Secretary of State of the State of Florida or at such subsequent date and time as the Constituent Entities shall specify in the Articles of Merger (the "**Effective Date**").

3. **Effect of Merger.** Upon the Effective Date: (a) Properties and E Street shall become a single corporation and the separate existence of Properties shall cease; (b) E Street shall succeed to and possess all the rights, privileges, powers, and immunities of Properties, which, together with all of the assets, properties, business, patents, trademarks, and goodwill of Properties of every type and description wherever located, shall vest in E Street without further act or deed; (c) all rights of creditors and all liens upon any property of the Constituent Entities shall remain unimpaired; and (d) the name of E Street shall remain.

4. **Articles of Incorporation, Etc.** Upon the Effective Date and by virtue of the Merger: (a) the articles of incorporation of E Street, as in effect immediately prior to the Effective Date, shall be the articles of incorporation of the Surviving Entity until thereafter amended in accordance with the provisions thereof and as provided by Florida law; (b) the bylaws of E Street, as in effect immediately prior to the Effective Date, shall be the bylaws of the Surviving Entity until thereafter amended in accordance with the provisions thereof and as

provided by Florida law; and (c) the articles of organization of Properties, as in effect immediately prior to the Effective Date shall be terminated.

5. **Conversion of Membership Interests.** Upon the Effective Date, all of the units of membership interest of Properties issued and outstanding immediately prior to the Effective Date shall be changed and converted, collectively, into one (1) validly issued, fully paid, and non-assessable share of Common Stock, \$0.10 par value per share, of the Surviving Entity, and all shares of Common Stock, \$0.10 par value per share, of E Street issued and outstanding immediately prior to the Effective Date shall remain outstanding and each such share shall represent one share of Common Stock of the Surviving Entity.

6. **Governing Law.** This Plan shall be governed and construed in accordance with the laws of the State of Florida, without regard to conflict of law principles.

7. **Counterparts.** This Plan may be executed in counterparts, each of which when so executed shall constitute an original copy hereof, but both of which together shall be considered but one and the same document.

{Signatures on the Following Page}

IN WITNESS WHEREOF, the Constituent Entities have executed this Plan of Merger
on the date first above written.

PROPERTIES:

E Street Properties, LLC, a Florida limited
liability company

By: Mary M. Malone
Name: Mary M. Malone
Title: President

E STREET:

E Street of Jax Beach, Inc., a Florida
corporation

By: Mary M. Malone
Name: Mary M. Malone
Title: President