

P070000062073

(Requestor's Name)

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(City/State/Zip/Phone #)

☐ PICK-UP

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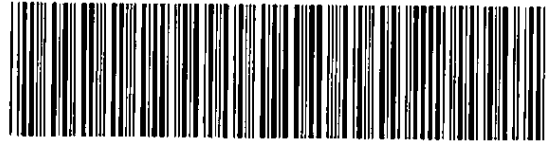
(Business Entity Name)

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CORPORATION SERVICE COMPANY
1201 Hays Street
Tallahassee, FL 32301
Phone: 850-558-1500

ACCOUNT NO. : I20000000195

REFERENCE :

AUTHORIZATION :

COST LIMIT : \$0.00

te.

ORDER DATE : January 3, 2024

ORDER TIME : 1:51 PM

ORDER NO. : 243340-005

CUSTOMER NO: 4329479

ARTICLES OF MERGER

PCS HOLDINGS, LLC

INTO

VACATION OWNERSHIP TITLE
AGENCY, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Eyliena Baker

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 10, 2024

CSC

RESUBMIT
Please give original
submission date as file date.

SUBJECT: VACATION OWNERSHIP TITLE AGENCY, INC
Ref. Number: P07000062073

We have received your document for VACATION OWNERSHIP TITLE AGENCY, INC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

You failed to make the correction(s) requested in our previous letter.

As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

If you have any questions concerning the filing of your document, please call (850) 245-6000.

Neysa Culligan
Regulatory Specialist III

Letter Number: 024A00000219

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
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www.sunbiz.org

Division of Corporations - P.O. BOX 6327 - Tallahassee, Florida 32314

ARTICLES OF MERGER

The following Articles of Merger dated as of December 27, 2023 are submitted to merge PCS Holdings, LLC, a Florida limited liability company, with and into Vacation Ownership Title Agency, Inc., a Florida corporation, in accordance with Section 607.1105 and Section 605.1025 Florida Statutes.

FIRST: The name, entity type and jurisdiction of the merging party is as follows (the "Merging Party"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
PCS Holdings, LLC	FLORIDA	L06000071332

SECOND: The name, entity type and jurisdiction of the surviving party is as follows (the "Surviving Party"):

<u>Name</u>	<u>Jurisdiction</u>	<u>Document Number</u>
Vacation Ownership Title Agency, Inc.	Florida	P07000062073

THIRD: The Agreement and Plan of Merger (the "Plan") pursuant to which the Merging Party shall merge with and into the Surviving Party is attached hereto as Exhibit A and is incorporated herein and made a part hereof by reference.

FOURTH: The merger shall become effective on the later of 11:59 P.M. on December 31, 2023, or the date these Articles of Merger are filed with the Florida Department of State.

FIFTH: Adoption of Plan by the Surviving Party. The Plan was adopted by the board of directors of the Surviving Party on December 27, 2023.

SIXTH: Adoption of Plan by the Merging Party. The Plan was adopted by the sole member of the Merging Entity on December 27, 2023.

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TALLAHASSEE, FLORIDA

SEVENTH: The undersigned parties have caused this statement to be signed as of the 27th day of December, 2023, by a duly authorized officer or manager who affirms, under penalties of perjury, that the facts stated above are true and correct.

**VACATION OWNERSHIP TITLE AGENCY,
INC., a Florida corporation**

By: Thomas Kozyra Jr
Thomas J. Kozyra, Jr., President

**PCS HOLDINGS, LLC, a Florida limited liability
company**

By: Douglas S. Carr
Douglas S. Carr, Manager

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TALLAHASSEE, FLORIDA

EXHIBIT A

PLAN OF MERGER

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2024 JAN -3 AM 8:53

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan"), dated as of December 27, 2023, by and between Vacation Ownership Title Agency, Inc., a Florida corporation, and PCS Holdings, LLC, a Florida limited liability company, is submitted in compliance with Section 607.1101, Section 607.1105, and Section 607.1022 Florida Statutes.

FIRST: The name, entity type and jurisdiction of the merging party is as follows (the "Merging Party"):

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
PCS HOLDINGS, LLC	LLC	FLORIDA

SECOND: The name, entity type and jurisdiction of the surviving party is as follows (the "Surviving Party"):

<u>Name</u>	<u>Entity Type</u>	<u>Jurisdiction</u>
VACATION OWNERSHIP TITLE AGENCY, INC.	CORPORATION	FLORIDA

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

- (a) In accordance with the provisions of the Florida Business Corporation Act and the Florida Revised Limited Liability Company Act, the Merging Party shall be merged with and into the Surviving Party and thereupon, the separate existence of the Merging Party shall cease and the Surviving Party shall continue to exist under the name Vacation Ownership Title Agency, Inc., to be governed by the laws of the State of Florida (the "Merger"), and the separate existence of the Surviving Party with all its rights, privileges, powers, immunities and franchises, will continue unaffected by the Merger, except as set forth in this Plan. The Merger shall become effective on the later of 11:59 P.M. on December 31, 2023, or the date the Articles of Merger are filed with the Florida Department of State (the "Effective Time").
- (b) The Articles of Incorporation (the "Articles") and Bylaws of the Surviving Party as in effect immediately prior to the Effective Time shall remain in effect until new Articles and Bylaws are adopted.
- (c) The managers and officers of the Merging Party shall cease to exist in their respective positions of the Merging Party and the officers and Board of Directors of the Surviving Party shall remain the officers and Board of Directors of the Surviving Party at the Effective Time.
- (d) Prior to the Effective Time, each of the Merging Party and the Surviving Party shall take all action necessary or appropriate in order to effectuate the Merger. If, at any time after the Effective Time, the Surviving Party shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers or authorized representatives of the Surviving Party or the

Merging Party, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Party, any and all such conveyances, agreements, documents, instruments, and assurances and perform all further acts requested by the Surviving Party to carry out the provisions of this Plan.

FOURTH: The manner and basis of converting the interests of the Merging Party into securities of the Surviving Party are as follows:

At the Effective Time, by virtue of the Merger and without any action on the part of the holders of membership interests, limited liability company interests or other equity interests of the Merging Party outstanding immediately prior to the Effective Time (the "Subsidiary Interests"), all of the Subsidiary Interests shall be cancelled and retired and no shares of the Surviving Party, cash or other consideration shall be paid or delivered in exchange therefor. As of the Effective Time, all of the shares of each class and series of capital stock of the Surviving Company ("Parent Shares") issued and outstanding immediately prior thereto shall, by virtue of the Merger and without any action on the part of the holders thereof, continue unchanged and remain outstanding. From and after the Effective Time, the Subsidiary Interests will no longer be outstanding and will be canceled and retired and will cease to exist.

FIFTH: At the Effective Time, all property, real, personal and mixed, of the Merging Party, and all debts due, as well as all other things and causes of action belonging to the Merging Party, shall be vested in the Surviving Party, and shall thereafter be the property of the Surviving Party as they were of the Merging Party, and the title to any real property vested by deed or otherwise, shall not revert or be in any way impaired by reason of the Merger, but rather shall immediately vest in the Surviving Party without further action by the Merging Party or the Surviving Party. All rights of creditors and all liens upon any property of the Merging Party shall be preserved unimpaired, and all debts, liabilities and duties of the Merging Party that have merged shall attach to the Surviving Party and may be enforced against the Surviving Party to the same extent as if the debts, liabilities and duties had been incurred or contracted by the Surviving Party.

* * *

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the date first set forth above.

SURVIVING PARTY:

VACATION OWNERSHIP TITLE AGENCY, INC., *a Florida corporation*

By: Thomas Kozyra Jr
Thomas J. Kozyra, Jr., President

MERGING PARTY:

PCS HOLDINGS, LLC, *a Florida limited liability company*

By: Douglas S. Carr
Douglas S. Carr, Manager

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CLERK OF STATE
TALLAHASSEE, FLORIDA