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(Requestor's Name)

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(City/State/Zip/Phone #)

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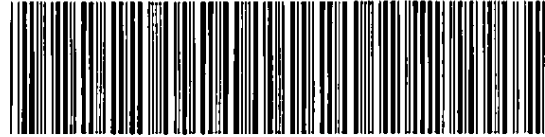
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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J. McNAIR

# CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

2018 NOV - 7 PM 3:32

636 13th Ave S, LLC

- ☐ Art of Inc. File \_\_\_\_\_
- ☐ LTD Partnership File \_\_\_\_\_
- ☐ Foreign Corp. File \_\_\_\_\_
- ☐ L.C. File \_\_\_\_\_
- ☐ Fictitious Name File \_\_\_\_\_
- ☐ Trade/Service Mark \_\_\_\_\_
- ☒ Merger File \_\_\_\_\_
- ☐ Art. of Amend. File \_\_\_\_\_
- ☐ RA Resignation \_\_\_\_\_
- ☐ Dissolution / Withdrawal \_\_\_\_\_
- ☐ Annual Report / Reinstatement \_\_\_\_\_
- ☐ Cert. Copy \_\_\_\_\_
- ☐ Photo Copy \_\_\_\_\_
- ☐ Certificate of Good Standing \_\_\_\_\_
- ☐ Certificate of Status \_\_\_\_\_
- ☐ Certificate of Fictitious Name \_\_\_\_\_
- ☐ Corp Record Search \_\_\_\_\_
- ☐ Officer Search \_\_\_\_\_
- ☐ Fictitious Search \_\_\_\_\_
- ☐ Fictitious Owner Search \_\_\_\_\_
- ☐ Vehicle Search \_\_\_\_\_
- ☐ Driving Record \_\_\_\_\_
- ☐ UCC 1 or 3 File \_\_\_\_\_
- ☐ UCC 11 Search \_\_\_\_\_
- ☐ UCC 11 Retrieval \_\_\_\_\_
- ☐ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: SETH

11/07/18

Name

Date

Time

Walk-In

Will Pick Up

**CERTIFICATE OF MERGER  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

The flowing Certificate of Merger is submitted to merge a Florida Limited Liability Company into a Florida Corporation in accordance with §605.438 et seq., Florida Statutes.

**First:**

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
636 13 <sup>th</sup> Ave S, LLC	Florida	Limited Liability Company
Terrier Developments, Inc.	Florida	Corporation

**Second:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Terrier Developments, Inc.	Florida	Corporation

**Third:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**Forth:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

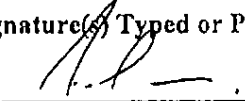
**Fifth:** The date of filing this document with the State of Florida Department of State shall be the effective date of this merger.

**Sixth:** The surviving party is formed, organized and incorporated under the laws of the State of Florida and its principal office address shall remain as recorded with the Florida Department of State.

**Seventh: Signatures for each party:**

**Name of Entity/Organization      Signature(s) Typed or Printed Name of Individual**

636 13<sup>th</sup> Ave S, LLC  
A Florida Limited  
Liability Company

  
\_\_\_\_\_  
Adam Smith  
Manager

Terrier Developments, Inc,  
A Florida corporation

  
\_\_\_\_\_  
Andrew Hay  
Vice President

## **PLAN OF MERGER**

Plan of Merger dated effective November 1, 2018, between Terrier Developments, Inc., a Florida corporation, ("Terrier") referred to as the surviving company, and 636 13<sup>th</sup> Ave S, LLC, a Florida limited liability company ("636") referred to as the absorbed company.

### **STIPULATIONS**

A. Terrier is a corporation, organized and existing under the laws of the State of Florida, with its principal office and mailing address at 166 King Street East, Suite 100, Toronto, ON M5A 1J3 CA.

B. Terrier is wholly owned by Terrier Capital, Inc., an Ontario corporation.

C. 636 13<sup>th</sup> AVE S, LLC is a limited liability company, organized and existing under the laws of the State of Florida, with its principal office at 201 8<sup>th</sup> Street S., Ste. 208, Naples, FL 34102 and mailing address at P.O. Box 1309, Naples, FL 34106.

D. 636 is wholly owned by Terrier Developments, Inc.

E. The membership interest in 636 is owned by Terrier, which is owned by Terrier Capital, Inc. and a merger of the two companies will not modify the percentage of the ownership interests held by any member/shareholder.

E. The Manager and Sole Members/Shareholders of Terrier and 636 have deemed it desirable and in the best business interests of the companies in order to consolidate the business operations and income tax returns of the companies that 636 be merged into Terrier pursuant to the provisions of Sections 605.438 et seq. of the Florida Limited Liability Company Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, if the Companies report their income as corporations or in order that transaction qualify as an assets-over merger under within the meaning of Section 708 of the Internal Revenue Code of 1986, as amended, if the Companies report their income as partnerships.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent companies agree as follows:

#### **Section One: Merger**

636 13<sup>th</sup> AVE S, LLC, shall merge with and into Terrier Developments, Inc., which shall be the surviving corporation organized and operated in accordance with the laws of the State of Florida.

**Section Eight: Effective Date of Merger**

The effective date of this merger shall be the day when Articles of Merger are filed by the Florida Department of State.

**Section Nine: Abandonment of Merger.**

This Plan of Merger may be abandoned by action of the Managers/Officers and 100% of the Members/Shareholders of either surviving or the absorbed company at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the members of either the surviving or the absorbed company/corporation on or before December 29, 2018; or

(b) If, in the judgment of the Managers or Officers of either the surviving or the absorbed company/corporation, the merger would be impracticable because of the number of dissenting members asserting appraisal rights under the laws of the State of Florida.

**Section Eleven: Execution of Agreement**

This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument. Copies signed and transmitted by facsimile or email transmission shall be deemed originals.

Executed on behalf of the parties by their Managers/Officers and Members/Shareholders on the date first above written.

Surviving Company:

Terrier Developments, Inc  
A Florida corporation

By: 

Andrew Hay, Vice President

Sole Shareholder of  
Terrier Developments, Inc

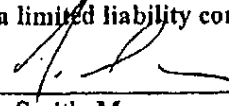
Terrier Capital, Inc  
An Ontario corporation

By: 

Andrew Hay, Vice President

**Absorbed Company:**

**636 13<sup>th</sup> AVE S, LLC**  
**A Florida limited liability company**

By:   
**Adam Smith, Manager**

**Sole Member of**  
**636 13<sup>th</sup> AVE S, LLC**

**Terrier Developments, Inc**  
**An Florida corporation**

By:   
**Andrew Hay, Vice President**

WAIVER OF NOTICE OF MEETING  
AND  
ADOPTION OF PLAN OF MERGER  
RESOLUTION OF MANAGER & SOLE MEMBER  
OF

636 13<sup>th</sup> AVE S, LLC  
AND

RESOLUTION OF OFFICERS AND SOLE SHAREHOLDER OF  
TERRIOR DEVELOPMENTS, INC.

The undersigned, comprising the Manager and sole member of the 636 13<sup>th</sup> AVE S, LLC, a Florida limited liability company ("636") and the President and sole shareholder of Terrier Developments, Inc, a Florida corporation, ("Terrier") by joinder herein waive any and all notice requirements with regard to this action and unanimously approve the actions resolved.

Since there has been submitted to and discussed at this meeting a plan providing for the merger of 636 13<sup>th</sup> AVE S, LLC, a Florida limited liability company with and into Terrier Developments, Inc., a Florida corporation which shall be the surviving company; and

Since the Manager and sole Member of 636 and the Officers and sole shareholder of Terrier deem it to be in the best business interest of 636 and Terrier that 636 be merged with Terrier Developments, Inc., a Florida corporation; it is

Resolved, that the terms and conditions of the Plan of Merger submitted to this meeting are approved and adopted, and that 636 shall merge with Terrier Developments, Inc. pursuant to the terms of such agreement; and

Further resolved, that the Manager of 636 is authorized and directed to execute and deliver to the members in the name of the company, and the Vice President of Terrier is authorized and directed to execute and deliver to its shareholder in the name of Terrier, the Plan of Merger submitted to this meeting, a copy of which is attached as Exhibit "A" and incorporated by reference;

Further resolved, that the Manager of 636 and the Vice President of Terrier is directed to prepare and execute Articles of Merger as required by the Florida Limited Liability Company Act and to execute all documents and in general to take all necessary and proper action to carry out the purposes of these resolutions.

Absorbed Company:

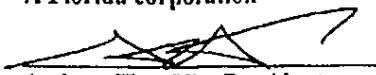
636 13<sup>th</sup> AVE S, LLC  
A Florida limited liability company

By: Adam Smith  
Adam Smith  
Its: Manager



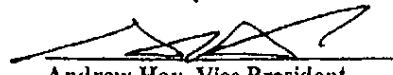
Sole Member of 636:

Terrier Developments, Inc.  
A Florida corporation

  
\_\_\_\_\_  
Andrew Hay, Vice President

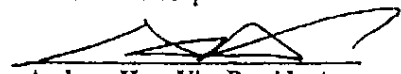
Surviving Corporation:

Terrier Developments, Inc.  
A Florida corporation

  
\_\_\_\_\_  
Andrew Hay, Vice President

Sole Shareholder of Terrier:

Terrier Capital, Inc.  
An Ontario corporation

  
\_\_\_\_\_  
Andrew Hay, Vice President