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(City/State/Zip/Phone #)

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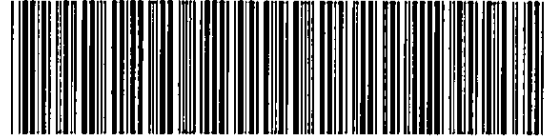
(Business Entity Name)

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2019 DEC 11 PM 4:13

SECRET
FALL AIRBORNE, 11/20/19

McGehee

MAR 02 2020
ALBRITTON

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: JBRE II Inc
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

ARTHUR R. ROSENBERG, ESQ.

Contact Person

ROSENBERG & PINSKY

Firm/Company

6499 N POWERLINE ROAD, SUITE 304

Address

FT. LAUDERDALE, FL 33309

City/State and Zip Code

ARR@ARROSENBERG.COM

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

For further information concerning this matter, please call:

ARTHUR R. ROSENBERG

Name of Contact Person

At (954) 772.5151

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

Mailing Address:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303



2020 MAR -2 PM 6:50

FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 18, 2020

ARTHUR R. ROSENBERG, ESQ.
6499 N POWERLINE ROAD
STE. 304
FT. LAUDERDALE, FL 33309

SUBJECT: JRBE LLC
Ref. Number: L19000142595

We have received your document for JRBE LLC and your check(s) totaling \$78.75. 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.

Our records indicate the current name of the entity is as it appears on the enclosed computer printout. Please correct the name throughout the document.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 420A00003624

RECEIVED

FEB 24 2020

BY: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

2020 FEB 19 PM 5:36

January 14, 2020

ARTHUR R. ROSENBERG, ESQ.
ROSENBERG & PINSKY
6499 N. POWERLINE ROAD - STE. 304
FT. LAUDERDALE, FL 33309

SUBJECT: JRBE LLC
Ref. Number: L19000142595

We have received your document for JRBE LLC and your check(s) totaling \$78.75. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 520A00001044

RECEIVED

JAN 22 2020

BY: _____

**ARTICLES OF MERGER OF JBRE, INC A CALIFORNIA
CORPORATION INTO JBRE II, INC. A FLORIDA CORPORATION**

ARTICLES OF MERGER between **JBRE II, INC.**, a Florida corporation ("Surviving Company") and **JBRE INC.**, a California corporation (Merged Company")

Under §607.1105 of the Florida Business Corporation Act (the "Act") the Surviving Company adopts the following Articles of Merger:

1. The Agreement and Plan of Merger dated the 19th day of October 2019 (Plat of Merge), between the Surviving Company and Merged Company was approved and adopted by the Board of Directors and Shareholders of both companies.
2. Under the Plan of Merger, all issued and outstanding shares of Merged Company's stock will be acquired by means of a merger of Merged Company into the Surviving Company.
3. The Plan of Merger is attached as Exhibit A and incorporated by reference as if fully set forth.
4. Under §607.1105(1)(b) of the Act, the date and time of the effectiveness of the Merger shall be on the filing of these Articles of Merger with the Department of State of Florida

IN WITNESS WHEREOF, the parties have set their hands on 19th day of October 2019.



JAMES BYRON FORTSON, President

FILED
2019 DEC 11 PM 4:13
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

AGREEMENT AND PLAN OF MERGER OF JBRE INC. A CALIFORNIA CORPORATION
INTO JBRE II, INC., A FLORIDA CORPORATION

THIS AGREEMENT AND PLAN OF MERGER, dated 17th day of October 2019, made by and among JBRE II, INC., a Florida corporation ("Parent"), and JBRE, INC., a California corporation ("Subsidiary") (collectively the "Constituent Corporations").

WITNESSETH:

WHEREAS, Subsidiary desires to merge with and into Parent, with Parent being the surviving corporation (the "Merger"), on the terms, and subject to the conditions, set forth in this Plan of Merger (the "Plan"); and

WHEREAS, Parent owns One Hundred (100%) Percent of Subsidiary's outstanding Common; and

WHEREAS, the Board of Directors of Parent has determined that it is advisable that Subsidiary be merged into Parent, on the terms and conditions set forth, in accordance with §607.1104 of the Florida Business Corporation Act (the "Act").

NOW, THEREFORE, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties agree as follows:

ARTICLE I THE MERGER

1. The term "Effective Date" shall mean the 17th day of October 2019, or the _ date on which the Articles of Merger are filed with the Department of State of Florida any date following the filing date as chosen by the parties and stated in the Plan and in the Articles of Merger

2. On the Effective Date, Subsidiary shall be merged with and into Parent. The separate existence of Subsidiary shall cease at the Effective Date and the existence of Parent shall continue unaffected and unimpaired by the Merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all the duties and liabilities of corporations organized under the laws of the state of Florida.

3. The Plan of Merger has been approved by the Board of Directors of Parent in accordance with §607.1104 of the Act.

ARTICLE II EFFECTS OF THE MERGER

At the Effective Date, Parent shall possess all the rights, privileges, immunities, and franchises, of both a public and private nature, of Subsidiary, and shall be responsible and liable for all liabilities and obligations of Subsidiary, all as more particularly set forth in §607.1106 of the Act.

ARTICLE III TERMS OF THE TRANSACTION; CONVERSION OF AND PAYMENT FOR SHARES

The manner and basis of converting shares of Subsidiary's Common Stock into shares of Parent Stock shall be as follows:

1. Each share of Subsidiary's common stock (the "Subsidiary Common Stock") issued and outstanding on the Effective Date and all rights in respect thereof shall, by virtue of the Merger and without any action on the part of the holders, be canceled simultaneously with the effectiveness of the Merger.

ARTICLE IV ASSIGNMENT

If at any time Parent shall consider or be advised that any further assignment or assurances in law are necessary or desirable to vest, perfect, or confirm or record in Parent the title to any property or rights of Subsidiary, or to otherwise carry out the provisions of this Plan, the proper officers and directors of Subsidiary as of the Effective Date shall execute and deliver any and all proper deeds, assignments, and assurances in law, and do all things necessary or proper to vest, perfect, confirm, or record the title to such property or rights in Parent.

ARTICLE V EXPENSES

Parent shall pay all expenses of accomplishing the Merger.

ARTICLE VI AMENDMENT

At any time before the filing with the Florida Department of State of the Articles of Merger to be filed in connection with this Plan, the Directors of Parent may amend this Plan. If the Articles of Merger already have been filed with the Department of State, amended Articles of Merger shall be filed with the Department of State, but only if such amended Articles of Merger can be filed before the Effective Date.

ARTICLE VII TERMINATION

If for any reason consummation of the Merger is inadvisable in the opinion of the Board of Directors of Parent, this Plan may be terminated at any time before the Effective Date by resolution of the Board of Directors of Parent. On termination as provided in this Plan, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination of this Plan on the part of Parent or Subsidiary, or their Directors, officers, employees, agents, or shareholders.

IN WITNESS WHEREOF, the parties have set their hands on 17th day of October 2019.

PARENT:

JBRE II, INC.
a Florida corporation

By: 

JAMES BRYON FORTSON, President

SUBSIDIARY:

JBRE, INC.
a California corporation

By: 

JAMES BRYON FORTSON, President