

P97000032100

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SECRETARY OF STATE  
TALLAHASSEE, FL

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JUL 05 2023

D CUSHING

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: **BR Leather Inc**

Name of Surviving Entity

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

Please return all correspondence concerning this matter to following:

**Rodney LaRue**

Contact Person

Firm/Company

**11143 Boca Woods Lane**

Address

**Boca Raton, FL 33428**

City/State and Zip Code

**rodlfurn@gmail.com**

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

For further information concerning this matter, please call:

**Rodney LaRue**

Name of Contact Person

At ( **954** ) **444-1441**

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

**IMPORTANT NOTICE:** Pursuant to s.607.1622(8), F.S., each party to the merger must be active and current in filing its annual report through December 31 of the calendar year which this articles of merger are being submitted to the Department of State for filing.

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TALLAHASSEE, FL

ROBERT J. MORAITIS, P.A.  
PETER M. RAIMONDI, P.A.



MORAITIS & RAIMONDI LLP  
ATTORNEYS AT LAW

1310 SE Third Avenue  
Fort Lauderdale, FL 33316  
TEL: 954-525-9600  
Email: [office@mrlplaw.com](mailto:office@mrlplaw.com)  
Web: [www.mrlplaw.com](http://www.mrlplaw.com)

June 19, 2023

***SENT VIA US MAIL***

Florida Department of State  
Division of Corporations  
The Centre of Tallahassee  
2415 North Monroe Street, Suite 810  
Tallahassee, FL 32303

Attn: Diane Cushing

***Re: Your letter dated June 3, 2023  
Letter No. 123A00012665***

Dear Ms. Cushing:

Please be advised that we represent Mr. Rodney LaRue to whom you wrote on June 3, 2023. A copy of that letter is attached hereto.

Also attached is a copy of what was submitted to Florida Department of State with regard to the Articles of Merger between BR Leather Inc. and LaRue Furniture Inc. Please review the attached and if you check, you will find that both of these corporations are current and active with the Department of State.

Accordingly, we are unclear as to why you sent your letter of June 3, 2023 to Mr. Rodney LaRue.

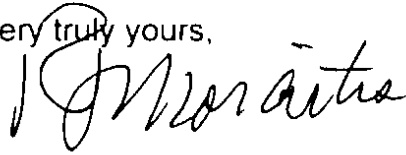
We would like to continue the process of the merger of the above-referenced corporations as our submitted paperwork reflects.

Perhaps you can explain why the merger has not yet been completed and the reason for your June 3, 2023 letter to Mr. LaRue. We certainly would be interested in hearing the background of all of this.

Feel free to contact me via phone, email, or US mail.

Thank you for your attention and cooperation.

Very truly yours,

A handwritten signature in black ink, appearing to read "R. Moraitis", written over the typed name.

ROBERT J. MORAITIS

RJM/jd

cc: Mr. Rodney LaRue (via email)  
Mr. Andrew Daniels (via email)



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

June 3, 2023

RODNEY LARUE  
11143 BOCA WOODS LANE  
BOCA RATON, FL 33428

SUBJECT: BR LEATHER INC.  
Ref. Number: P97000032100

We have received your document for BR LEATHER INC. and your check(s) totaling \$70.00. However, the document has not been filed and is being retained in this office for the following:

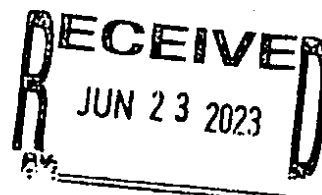
As a condition of a merger, pursuant to s.605.0212(8) and/or s.607.1622 (8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

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.

Diane Cushing  
Senior Section Administrator

Letter Number: 123A00012665



## ARTICLES OF MERGER

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

**FIRST:** The name and jurisdiction of the surviving entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
BR Leather Inc	FL	Corp	P97000032100

**SECOND:** The name and jurisdiction of each merging eligible entity:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>	<u>Document Number</u> (If known/ applicable)
LaRue Furniture Inc	FL	Corp	J63954

**THIRD:** The merger was approved by each domestic merging corporation in accordance with s.607.110(1), F.S., and by the organic law governing the other parties to the merger.

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**FOURTH:** Please check one of the boxes that apply to surviving entity:

- ☒ This entity exists before the merger and is a domestic filing entity.
- ☐ This entity exists before the merger and is not authorized to transact business in Florida.
- ☐ This entity exists before the merger and is a domestic filing entity, and its Articles of Incorporation are being amended as attached.
- ☐ This entity is created by the merger and is a domestic corporation, and the Articles of Incorporation are attached.
- ☐ This entity is a domestic eligible entity and is not a domestic corporation and is being amended in connection with this merger as attached.
- ☐ This entity is a domestic eligible entity being created as a result of the merger. The public organic record of the survivor is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.

**FIFTH:** Please check one of the boxes that apply to domestic corporations:

- ☒ The plan of merger was approved by the shareholders and each separate voting group as required.
- ☐ The plan of merger did not require approval by the shareholders.

**SIXTH:** Please check box below if applicable to foreign corporations

- ☐ The participation of the foreign corporation was duly authorized in accordance with the corporation's organic laws.

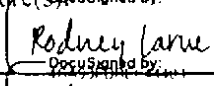
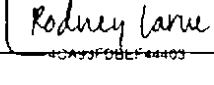
**SEVENTH:** Please check box below if applicable to domestic or foreign non corporation(s).

- ☐ Participation of the domestic or foreign non corporation(s) was duly authorized in accordance with each of such eligible entity's organic law.

**EIGHTH:** If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
BR Leather Inc		Rodney LaRue
LaRue Furniture Inc		Rodney LaRue

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of an authorized person



NOTICE AND MINUTES OF MEETING OF SHAREHOLDERS OF  
LARUE FURNITURE INC

A meeting of shareholders of LaRue Furniture Inc. was called to order on May 10, 2022, at 10:10 AM by Rodney LaRue, the President of LaRue Furniture Inc.

The Secretary, Timothy Maynard, then called the roll, using the shareholder list compiled for LaRue Furniture Inc. All shareholders were in attendance at the meeting, indicating their ratification of the actions taken at the meeting.

LaRue Furniture Inc.'s President, Rodney LaRue, declared the meeting to be in compliance with Florida Law and that the purpose of the annual meeting was to address the following matters:

- (a) LaRue Furniture Inc. merger with and into BR Leather Inc., with BR Leather Inc. being the surviving corporation.
- (b) Resignation of directors for the current year.

With respect to the first order of business regarding LaRue Furniture Inc. merger with and into BR Leather Inc. with BR Leather Inc. being the surviving corporation, said matter was discussed and thereafter, the shareholders unanimously adopted the following resolution:

RESOLVED, that pursuant to Florida Statute 607.1105, LaRue Furniture Inc. merger with and into BR Leather Inc. with BR Leather Inc. is approved. Timely notice of this merger shall be given by the secretary of the corporation unto each shareholder of LaRue Furniture Inc.

With respect to the second order of business regarding the resignation of LaRue Furniture Inc's directors, the director's resignation was unanimously adopted.

DATED: 2/6/2023

DocuSigned by:  
Timothy Maynard

298CB75F-EE7E-4C62-20B5B-8EE7ECAC2  
Timothy Maynard, Secretary

We, the undersigned shareholders, do hereby ratify and confirm the above actions taken at said meeting.

DocuSigned by:

Rodney LaRue

CA93FDB8-F443-403  
Rodney LaRue

DocuSigned by:

Timothy Maynard

298CB75F-EE7E-4C62-20B5B-8EE7ECAC2  
Timothy Maynard