

Florida Department of State  
Division of Corporations  
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MERGER OR SHARE EXCHANGE  
Trinity Tile Group of Ocala, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$60.00

*Merger*

SEP 13 2017

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September 6, 2017

FLORIDA DEPARTMENT OF STATE

Division of Corporations

TRINITY TILE GROUP, INC. OF OCALA

115 SW 49TH AVE  
SUITE 105  
OCALA, FL 34474

SUBJECT: TRINITY TILE GROUP, INC. OF OCALA  
REF: P97000089730

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The Articles of Merger states TRINITY TILE GROUP, INC. OF OCALA is a Florida Limited Liability Company. The corporation is registered as a Florida Profit Corporation, please correct your document to read as such.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Irene Albritton  
Regulatory Specialist II

FAX Aud. #: H17000238604  
Letter Number: 317A00018330

RECEIVED  
17 SEP - 7 AM '17  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
TRINITY TILE GROUP, INC. OF OCALA  
(a Florida corporation)  
WITH AND INTO  
TRINITY TILE GROUP OF OCALA, LLC  
(a Delaware limited liability company)

FILED  
2017 SEP -7 AM 8:28  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida corporation and Delaware limited liability company in accordance with Section 607.1109, Florida Statutes and Title 6, Section 18-209 of the Delaware Limited Liability Company Act:

1. The exact name, form/entity type, and jurisdiction for each merging party are as follows: TRINITY TILE GROUP, INC. OF OCALA, a Florida corporation (the "Disappearing Entity") and TRINITY TILE GROUP OF OCALA, LLC, a Delaware limited liability company (the "Surviving Entity").

2. Attached Exhibit A is a copy of the agreement and plan of merger (the "Agreement and Plan of Merger"), dated effective as of September 5, 2017, between the Surviving Entity and the Disappearing Entity, setting forth the plan of merger whereby the Disappearing Entity will merge with and into the Surviving Entity.

3. The Agreement and Plan of Merger was approved and adopted by the sole shareholder and directors of the Disappearing Entity by written consent on September 5, 2017, in accordance with the applicable provisions of Florida law, and approved by the sole member and manager of the Surviving Entity by written consent on September 5, 2017, in accordance with the applicable provisions of Florida law.

4. The Surviving Entity is a foreign entity. The principal office address of the Surviving Entity is 115 SW 49<sup>th</sup>, Suite 105, Ocala, Florida 34474.

5. The merger shall become effective as of September 5, 2017.

[SIGNATURE PAGE TO FOLLOW]

IN WITNESS WHEREOF, the parties hereto have duly executed these Article of Merger, as of the day and year first written above.

**DISAPPEARING ENTITY:**

TRINITY TILE GROUP, INC. OF OCALA,  
a Florida corporation

By: Donald DeLuzio  
Donald DeLuzio, President

**SURVIVING ENTITY:**

TRINITY TILE GROUP OF OCALA, LLC,  
a Delaware limited liability company

By: Donald DeLuzio  
Donald DeLuzio, Manager

**EXHIBIT A**

**AGREEMENT AND PLAN OF MERGER**

See attached.

**AGREEMENT AND PLAN OF MERGER****OF****TRINITY TILE GROUP, INC. OF OCALA**  
(a Florida corporation)**WITH AND INTO****TRINITY TILE GROUP OF OCALA, LLC**  
(a Delaware limited liability company)

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is entered into and effective as of the 5 day of September, 2017, by and between **TRINITY TILE GROUP, INC. OF OCALA**, a Florida corporation (the "Disappearing Entity"), and **TRINITY TILE GROUP OF OCALA, LLC**, a Delaware limited liability company (the "Surviving Entity").

**BACKGROUND**

**WHEREAS**, the sole shareholder and director of the Disappearing Entity and the sole member and manager of the Surviving Entity have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

**NOW, THEREFORE**, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

**PLAN OF MERGER**

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the provisions of Chapter 607, Florida Statutes, and Title 6, Section 18-209 of the Delaware Limited Liability Company Act, at the Effective Time (as defined below) of the merger, the Disappearing Entity shall be merged with and into the Surviving Entity (the "Merger"). As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and Surviving Entity are collectively referred to as the "Constituent Entities".

2. The Merger shall become effective upon the filing of the Certificate of Merger with the State of Delaware (the "Effective Time").

3. The Certificate of Formation of the Surviving Entity as in effect at the effective time of the merger shall be the Articles of Organization of the Surviving Entity after the Effective Time.

4. The name and address of the manager of the Surviving Entity is: Donald DeLuzio, 115 SW 49<sup>th</sup> Ave., Suite 105, Ocala, Florida 34474.

5. On the Effective Date, by virtue of the Merger and without any action on the part of the members, officers, or managers, of the Constituent Entities, the shares of the Disappearing Entity immediately prior to the Effective Time will be automatically cancelled and the Surviving Entity will not issue membership interests/units.

6. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

7. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Date.

8. Anything herein to the contrary notwithstanding, this Agreement and Plan of Merger may be terminated and the Merger may be abandoned at any time prior to the Effective Date by mutual agreement evidenced by resolutions of the Shareholders and Members of the parties hereto. If the Articles have been filed prior to the abandonment, either party may execute and file an appropriate certificate of abandonment of the Merger with the Secretary of State of Florida, as applicable.

9. This Agreement may not be amended or supplemented, except by a writing executed by all of the parties hereto or by the party against which enforcement is sought.

10. This Agreement shall be binding upon, and shall inure to the benefit of, the parties hereto and their respective successors and assigns.

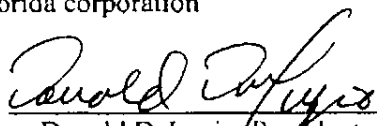
11. This Agreement shall be construed in accordance with and governed by the laws of the State of Florida and the State of Delaware, without resort to choice of law principles.

[SIGNATURE PAGE TO FOLLOW]

**IN WITNESS WHEREOF** the parties hereto have duly executed this Agreement as of the day and year first above written.

**DISAPPEARING ENTITY:**

TRINITY TILE GROUP, INC. OF OCALA,  
a Florida corporation

By:   
Donald DeLuzio, President

**SURVIVING ENTITY:**

TRINITY TILE GROUP OF OCALA, LLC,  
a Delaware limited liability company

By:   
Donald DeLuzio, Manager