

# **DOCUMENT COVER PAGE**

Document: Articles of Merger-MacMillian Real Estate LLC., a Florida limited liability company

L14000157353

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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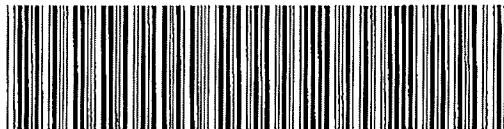
(Business Entity Name)

(Document Number)

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FILED  
14 DEC 31 AM 10:20

LLC  
Merger

12-31-14

DC

\* File 2nd \*

DIRECT AGENTS, INC. (formerly CCRS)  
510 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

**FILING COVER SHEET**

ACCT. #FCA-23

**CONTACT:** SAVANNAH DEBOER

**DATE:** 12/31/2014

**REF. #:** 9391532

**CORP. NAME:** MULTIPLE ENTITIES merging into: MACMILLAN REAL ESTATE, LLC

- ARTICLES OF INCORPORATION     ARTICLES OF AMENDMENT     ARTICLES OF DISSOLUTION
- ANNUAL REPORT     TRADEMARK/SERVICE MARK     FICTITIOUS NAME
- FOREIGN QUALIFICATION     LIMITED PARTNERSHIP     LIMITED LIABILITY
- REINSTATEMENT     MERGER     WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- OTHER: ARTICLES OF MERGER

STATE FEES PREPAID WITH CHECK # 7003330 FOR \$ 655.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:  
\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

**PLEASE RETURN:**

- CERTIFIED COPY
- CERTIFICATE OF GOOD STANDING
- PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

\* File 2nd \*

FILED  
14 DEC 31 AM 10:20  
CLERK OF DISTRICT COURT  
MIDDLE DISTRICT OF FLORIDA  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER**

Pursuant to the provisions of Section 605.1025 of the Florida Revised Limited Liability Act, Donnini Enterprises, LLC, a limited liability company organized and existing under the laws of the State of Florida, 2955 GJD Holdings LLC, a limited liability company organized and existing under the laws of the State of Florida, 11100 SW 216<sup>th</sup> Street LLC, a limited liability company organized and existing under the laws of the State of Florida, Macmillan Petroleum Development, LLC, a limited liability company organized and existing under the laws of the State of Florida, 1300 NW 79<sup>th</sup> Street LLC, a limited liability company organized and existing under the laws of the State of Florida, 3590 NW 10<sup>th</sup> Avenue LLC, a limited liability company organized and existing under the laws of the State of Florida, 3196 NW 54<sup>th</sup> Street LLC, a limited liability company organized and existing under the laws of the State of Florida, 2955 Investments V LLC, a limited liability company organized and existing under the laws of the State of Florida, 795 East 25<sup>th</sup> Street LLC, a limited liability company organized and existing under the laws of the State of Florida, 3900 North Federal Highway LLC, a limited liability company organized and existing under the laws of the State of Florida, 3985 10<sup>th</sup> Avenue LLC, a limited liability company organized and existing under the laws of the State of Florida, 100 North Federal Highway LLC, a limited liability company organized and existing under the laws of the State of Florida, 3801 NW 12<sup>th</sup> Avenue LLC, a limited liability company organized and existing under the laws of the State of Florida, 3301 N University Drive LLC, a limited liability company organized and existing under the laws of the State of Florida, 599 Federal Station, LLC, a limited liability company organized and existing under the laws of the State of Florida, Clewiston 641, LLC, a limited liability company organized and existing under the laws of

the State of Florida, 1075 E 29<sup>th</sup> Street LLC, a limited liability company organized and existing under the laws of the State of Florida, 2965 East 11<sup>th</sup> Avenue LLC, a limited liability company organized and existing under the laws of the State of Florida, 2955 East 11<sup>th</sup> Avenue LLC, a limited liability company organized and existing under the laws of the State of Florida, 2955 Investments I LLC, a limited liability company organized and existing under the laws of the State of Florida, 2955 Investments II LLC, a limited liability company organized and existing under the laws of the State of Florida, 2955 Investments III LLC, a limited liability company organized and existing under the laws of the State of Florida, 2955 Investments IV LLC, a limited liability company organized and existing under the laws of the State of Florida and 2970 East 11<sup>th</sup> Avenue LLC, a limited liability company organized and existing under the laws of the State of Florida (collectively, the “Merged Companies”), and Macmillan Real Estate, LLC, a limited liability company organized and existing under the laws of the State of Florida, hereby adopt the following Articles of Merger for the purpose of merging the Merged Companies into Macmillan Real Estate, LLC, as the surviving entity:

1. The managers and members of the Merged Companies and Macmillan Real Estate, LLC unanimously approved and adopted the following Plan of Merger on the 31<sup>st</sup> day of December, 2014, in the manner prescribed by the Florida Revised Limited Liability Company Act:

#### **PLAN OF MERGER**

1. Parties to Merger. The parties to the merger are Donnini Enterprises, LLC, a limited liability company organized and existing under the laws of the State of Florida, 2955 GJD Holdings LLC, a limited liability company organized and existing under the laws of the State of Florida, 11100 SW 216<sup>th</sup> Street LLC, a limited liability company organized and existing under the laws of the State of Florida, Macmillan Petroleum Development, LLC, a limited liability company

organized and existing under the laws of the State of Florida, 1300 NW 79<sup>th</sup> Street LLC, a limited liability company organized and existing under the laws of the State of Florida, 3590 NW 10<sup>th</sup> Avenue LLC, a limited liability company organized and existing under the laws of the State of Florida, 3196 NW 54<sup>th</sup> Street LLC, a limited liability company organized and existing under the laws of the State of Florida, 2955 Investments V LLC, a limited liability company organized and existing under the laws of the State of Florida, 795 East 25<sup>th</sup> Street LLC, a limited liability company organized and existing under the laws of the State of Florida, 3900 North Federal Highway LLC, a limited liability company organized and existing under the laws of the State of Florida, 3985 10<sup>th</sup> Avenue LLC, a limited liability company organized and existing under the laws of the State of Florida, 100 North Federal Highway LLC, a limited liability company organized and existing under the laws of the State of Florida, 3801 NW 12<sup>th</sup> Avenue LLC, a limited liability company organized and existing under the laws of the State of Florida, 3301 N University Drive LLC, a limited liability company organized and existing under the laws of the State of Florida, 599 Federal Station, LLC, a limited liability company organized and existing under the laws of the State of Florida, Clewiston 641, LLC, a limited liability company organized and existing under the laws of the State of Florida, 1075 E 29<sup>th</sup> Street LLC, a limited liability company organized and existing under the laws of the State of Florida, 2965 East 11<sup>th</sup> Avenue LLC, a limited liability company organized and existing under the laws of the State of Florida, 2955 East 11<sup>th</sup> Avenue LLC, a limited liability company organized and existing under the laws of the State of Florida, 2955 Investments I LLC, a limited liability company organized and existing under the laws of the State of Florida, 2955 Investments II LLC, a limited liability company organized and existing under the laws of the State of Florida, 2955 Investments III LLC, a limited liability company organized and existing under the laws of the State

of Florida, 2955 Investments IV LLC, a limited liability company organized and existing under the laws of the State of Florida, 2970 East 11<sup>th</sup> Avenue LLC, a limited liability company organized and existing under the laws of the State of Florida and Macmillan Real Estate, LLC, a limited liability company organized and existing under the laws of the State of Florida.

2. Merger. Donnini Enterprises, LLC, 2955 GJD Holdings LLC, 11100 SW 216<sup>th</sup> Street LLC, Macmillan Petroleum Development, LLC, 1300 NW 79<sup>th</sup> Street LLC, 3590 NW 10<sup>th</sup> Avenue LLC, 3196 NW 54<sup>th</sup> Street LLC, 2955 Investments V LLC, 795 East 25<sup>th</sup> Street LLC, 3900 North Federal Highway LLC, 3985 10<sup>th</sup> Avenue LLC, 100 North Federal Highway LLC, 3801 NW 12<sup>th</sup> Avenue LLC, 3301 N University Drive LLC, 599 Federal Station, LLC, Clewiston 641, LLC, 1075 E 29<sup>th</sup> Street LLC, 2965 East 11<sup>th</sup> Avenue LLC, 2955 East 11<sup>th</sup> Avenue LLC, 2955 Investments I LLC, 2955 Investments II LLC, 2955 Investments III LLC, 2955 Investments IV LLC and 2970 East 11<sup>th</sup> Avenue LLC shall be merged into Macmillan Real Estate, LLC (the "Surviving Company") as of 12:01 a.m. on January 1, 2015 (the "Effective Date").

3. Name of Surviving Company. The name of the Surviving Company shall be Macmillan Real Estate, LLC.

4. Effect of Merger. On the Effective Date of the merger, the separate existence of Donnini Enterprises, LLC, 2955 GJD Holdings LLC, 11100 SW 216<sup>th</sup> Street LLC, Macmillan Petroleum Development, LLC, 1300 NW 79<sup>th</sup> Street LLC, 3590 NW 10<sup>th</sup> Avenue LLC, 3196 NW 54<sup>th</sup> Street LLC, 2955 Investments V LLC, 795 East 25<sup>th</sup> Street LLC, 3900 North Federal Highway LLC, 3985 10<sup>th</sup> Avenue LLC, 100 North Federal Highway LLC, 3801 NW 12<sup>th</sup> Avenue LLC, 3301 N University Drive LLC, 599 Federal Station, LLC, Clewiston 641, LLC, 1075 E 29<sup>th</sup> Street LLC, 2965 East 11<sup>th</sup> Avenue LLC, 2955 East 11<sup>th</sup> Avenue LLC, 2955 Investments I LLC, 2955

Investments II LLC, 2955 Investments III LLC, 2955 Investments IV LLC and 2970 East 11<sup>th</sup> Avenue LLC (collectively, the “Merged Companies”) shall cease (except to the extent continued by statute), and all of their properties, rights, privileges, and franchises, of whatsoever nature and description, shall be transferred to, vest in, and devolve upon the Surviving Company, subject to their liabilities and obligations, which liabilities and obligations the Surviving Company shall assume, without further act or deed. Confirmatory deeds, assignments or other like instruments when deemed desirable by the Surviving Company to evidence such transfer, vesting or devolution of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of the Merged Company, by the last acting authorized signatories thereof, or by the corresponding authorized signatories of the Surviving Company.

5. Exchange of Equity. (a) On the Effective Date of the merger, each one percent (1%) membership interest in 2955 GJD Holdings LLC, not owned by the Surviving Company, issued and outstanding prior to the merger, shall be converted and exchanged for .081 percent of the membership interests of the Surviving Company.

(b) On the Effective Date of the merger, the membership interests in each of the Merged Companies, other than the membership interest in 2955 GJD Holdings LLC not owned by the Surviving Company, issued and outstanding prior to the merger, shall be cancelled.

6. Attributes of Surviving Company.

(a) The Articles of Organization of Macmillan Real Estate, LLC, as in effect on the Effective Date of the merger, shall continue in full force and effect as the Articles of Organization of the Surviving Company and shall not be changed or amended by the merger.

(b) The Operating Agreement of Macmillan Real Estate, LLC, as such

Operating Agreement exists on the Effective Date of the merger, shall remain and be the Operating Agreement of the Surviving Company, until altered, amended, or repealed in accordance with the provisions thereof, the Articles of Organization of Macmillan Real Estate, LLC and Florida law.

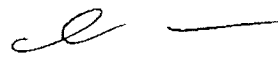
7. Articles of Merger. Articles of Merger shall be executed by a manager of each of the merged companies and the Surviving Company in accordance with the provisions of the Florida Revised Limited Liability Company Act and shall be filed with the Florida Department of State.

2. The Surviving Company has agreed to pay to any members of any limited liability company with appraisal rights the amount to which such members are entitled under the provisions of Sections 605.1006 and 605.101 through 605.1072 of the Florida Revised Limited Liability Company Act.

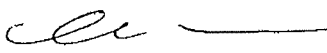
3. The effective date of the merger is 12:01 a.m. on January 1, 2015.

Executed this 31<sup>st</sup> day of December, 2014.

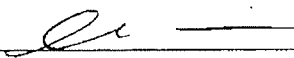
**DONNINI ENTERPRISES, LLC, a Florida limited liability company**

By:   
Amancio Alonso, Manager

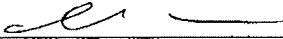
**2955 GJD HOLDINGS LLC, a Florida limited liability company**

By:   
Amancio Alonso, Manager


**11100 SW 216<sup>TH</sup> STREET LLC, a Florida limited liability company**

By:   
Amancio Alonso, Manager

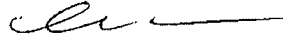
**MACMILLAN PETROLEUM DEVELOPMENT,  
LLC, a Florida limited liability company**

By:   
Amancio Alonso, Manager

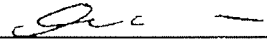
**1300 NW 79<sup>TH</sup> STREET LLC, a Florida limited  
liability company**

By:   
Amancio Alonso, Manager

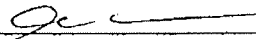
**3590 NW 10<sup>TH</sup> AVE<sup>NE</sup> LLC, a Florida limited  
liability company**

By:   
Amancio Alonso, Manager

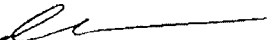
**3196 NW 54<sup>TH</sup> STREET LLC, a Florida limited  
liability company**

By:   
Amancio Alonso, Manager

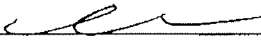
**2955 INVESTMENTS V LLC, a Florida limited  
liability company**

By:   
Amancio Alonso, Manager

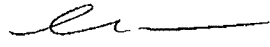
**795 EAST 25<sup>TH</sup> STREET LLC, a Florida limited  
liability company**

By:   
Amancio Alonso, Manager

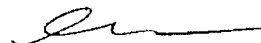
**3900 NORTH FEDERAL HIGHWAY LLC, a  
Florida limited liability company**

By:   
Amancio Alonso, Manager

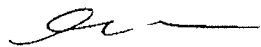
**3985 10<sup>TH</sup> AVENUE LLC, a Florida  
limited liability company**

By:   
Amancio Alonso, Manager

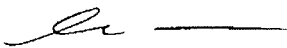
**100 NORTH FEDERAL HIGHWAY LLC, a  
Florida limited liability company**

By:   
Amancio Alonso, Manager

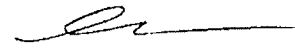
**3801 NW 12<sup>TH</sup> AVENUE LLC, a Florida limited  
liability company**

By:   
Amancio Alonso, Manager

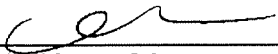
**3301 N UNIVERSITY DRIVE LLC, a Florida  
limited liability company**

By:   
Amancio Alonso, Manager

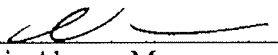
**599 FEDERAL STATION, LLC, a Florida limited  
liability company**

By:   
Amancio Alonso, Manager

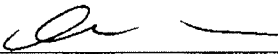
**CLEWISTON 641, LLC, a Florida limited liability company**

By:   
Amancio Alonso, Manager


**1075 E 29<sup>TH</sup> STREET LLC, a Florida limited liability company**

By:   
Amancio Alonso, Manager

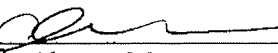
**2965 EAST 11<sup>TH</sup> AVE<sup>NEW</sup> LLC, a Florida limited liability company**

By:   
Amancio Alonso, Manager

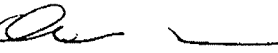
**2955 EAST 11<sup>TH</sup> AVE<sup>NEW</sup> LLC, a Florida limited liability company**

By:   
Amancio Alonso, Manager

**2955 INVESTMENTS I LLC, a Florida limited liability company**

By:   
Amancio Alonso, Manager

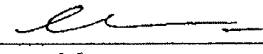
**2955 INVESTMENTS II LLC, a Florida limited liability company**

By:   
Amancio Alonso, Manager


**2955 INVESTMENTS III LLC, a Florida limited liability company**

By:   
Amancio Alonso, Manager

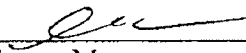
**2955 INVESTMENTS IV LLC, a Florida limited liability company**

By:   
Amancio Alonso, Manager

**2970 EAST 11<sup>TH</sup> AVE<sup>NWE</sup> LLC, a Florida limited liability company**

By:   
Amancio Alonso, Manager

**MACMILLAN REAL ESTATE, LLC, a Florida limited liability company**

By:   
Amancio Alonso, Manager