

LD4000056042

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

L. SELLERS

FEB 18 2009

EXAMINER

Office Use Only



500143658735

02/17/09--01012--019 **50.00

FILED
09 FEB 17 AM 8:21
TALLAHASSEE FLORIDA



February 11, 2009

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida, 32314

Dear Sir or Madam:

Enclosed are the following for filing by the Department of State:

1. Certificate of Merger, merging ECI Okeechobee, LLC, a Florida limited liability company, with and into East Coast Ice, LLC, a Florida limited liability company. A copy of the executed Agreement and Plan of Merger is attached as Exhibit A.
2. A check in the amount of \$50 to cover the filing fees (\$25.00 for each company).

The effective date of the merger of ECI Okeechobee, LLC into East Coast Ice, LLC will be the date the Certificate of Merger is filed with the Department of State. If you have any questions concerning this matter, please contact me at your earliest convenience.

Sincerely,

Kathleen Klein

CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, street address of the principal office, jurisdiction and entity type for each **merging** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LDU-45835 ECI OKEECHOBEE, LLC 645 Mayport Road, Suite 3A Atlantic Beach, FL 34786	Florida	Limited Liability Company

SECOND: The exact name, street address of the principal office, jurisdiction and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LDU-51002 East Coast Ice, LLC 645 Mayport Road, Suite 3A Atlantic Beach, FL 32233	Florida	Limited Liability Company

THIRD: The Plan of Merger attached as Exhibit A meets the requirements of Section 608.438, Florida Statutes, and was approved by the merging parties in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

FIFTH: Signatures for each party:

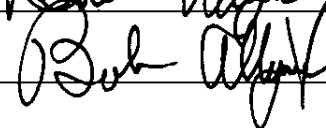
<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
ECI OKEECHOBEE, LLC	By: 	Bob Alligood, Manager
East Coast Ice, LLC	By: 	Bob Alligood, Manager

Exhibit A
to Certificate of Merger
Agreement and Plan of Merger

FILED

09 FEB 17 AM 8:21

RECEIVED
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER
OF
ECI OKEECHOBEE, LLC
WITH AND INTO
EAST COAST ICE, LLC**

The following Agreement and Plan of Merger was adopted and approved by each party to the merger in accordance with Section 608.438 of the Florida Limited Liability Company Act.

Background

The merging entity is ECI OKEECHOBEE, LLC, a Florida limited liability company (the "Merging Entity"). The surviving entity is EAST COAST ICE, LLC, a Florida limited liability company (the "Surviving Entity"). Economies of operation and savings in administrative expenses can be achieved by merging the Merging Entity with and into the Surviving Entity.

1. Terms and Conditions of Merger. Upon the Effective Date, the Merging Entity shall be merged into the Surviving Entity, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall continue its existence as a Florida limited liability company under the Florida Limited Liability Company Act.

2. Effect of Merger. On the Effective Date, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall be fully vested in the Merging Entity's rights, privileges, immunities, powers, and franchises, subject to its restrictions, liabilities, disabilities, and duties.

3. Conversion of Interest of the Merging Entity. The manner and basis of converting the outstanding Units of the Merging Entity into an ownership interest of the Surviving Entity are as follows:

On the Effective Date, by virtue of the Merger and without any action on the part of the parties or otherwise, each issued and outstanding Unit of the Merging Entity shall be cancelled without payment of any consideration and without any conversion, and each issued and outstanding unit of the Surviving Entity shall remain issued and outstanding without any conversion.

4. Articles of Organization of the Surviving Entity. The Articles of Organization of East Coast Ice, LLC, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Articles of Organization of the Surviving Company until changed or amended as provided by law.

5. Surviving Entity. The Surviving Entity's principal place of business is: 645 Mayport Road, Suite 3A, Atlantic Beach, Florida 32233.

6. Effective Date. The merger shall become effective upon the date of filing of the Certificate of Merger with the Secretary of State of the State of Florida (the "Effective Date").

7. **Supplemental Action.** If, at any time after the Effective Date, the Surviving Entity determines that any further conveyances, agreements, documents, instruments, and assurances, or any further action is necessary or desirable to carry out the provisions of this Agreement and Plan of Merger, the appropriate officers of the Surviving or the Merging Entity, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of the Surviving Entity, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in the Surviving Entity, or to otherwise carry out the provisions of this Agreement and Plan of Merger.

IN WITNESS WHEREOF, both the Merging Entity and the Surviving Entity have caused this Agreement and Plan of Merger to be executed as of the 11 day of February, ~~2008~~ 2009

"SURVIVING ENTITY"

EAST COAST ICE, LLC

By: Bob Alligood
Bob Alligood, Manager

"MERGING ENTITY"

ECI OKEECHOBEE, LLC

By: Bob Alligood
Bob Alligood, Manager