

# L12000116935

## Florida Department of State Division of Corporations Electronic Filing Cover Sheet

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To: Division of Corporations  
Fax Number : (850) 617-6380

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### MERGER OR SHARE EXCHANGE WILLIAM AND SONS GROUP, LLC

Certificate of Status	0
Certified Copy	1
Page Count	06
Estimated Charge	\$58.75

*Effectivitate  
1-1-13  
merger  
CC*

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December 21, 2012

FLORIDA DEPARTMENT OF STATE  
Division of Corporations

WILLIAM & SONS GROUP, LLC  
495 BRICKELL AVENUE  
# 5507  
MIAMI, FL 33131US

SUBJECT: WILLIAM & SONS GROUP, LLC  
REF: L12000116935

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

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.

Darlene Connell  
Regulatory Specialist II

FAX Aud. #: H12000296769  
Letter Number: 212A00030209

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DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

P.O BOX 6327 - Tallahassee, Florida 32314

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**Certificate of Merger  
For  
Florida Limited Liability Company**

FILED  
2012 DEC 21 AM 11:32  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WILLIAM & SONS GROUP, LLC	NEW YORK	LLC
WILLIAM & SONS GROUP, LLC	FLORIDA	LLC

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WILLIAM & SONS GROUP, LLC	FLORIDA	LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

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**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the 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:

EFFECTIVE JANUARY 01, 2013

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

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

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
WILLIAM & SONS GROUP, LLC	s/ GEORGE FAKHIR	GEORGE FAKHIR
AUTHORIZED REPRESENTATIVE		
WILLIAM & SONS GROUP, LLC	s/ GEORGE FAKHIR	GEORGE FAKHIR
AUTHORIZED REPRESENTATIVE		

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

<b>Fees:</b> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

**Certified Copy (optional):** \$30.00

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PLAN OF MERGER OF

WILLIAM & SONS GROUP, LLC, a New York Limited Liability Company  
into  
WILLIAM & SONS GROUP, LLC, a Florida  
Limited Liability Company

This Plan of Merger is agreed to between WILLIAM & SONS GROUP, LLC, a New York limited liability company and WILLIAM & SONS GROUP, LLC, a Florida limited liability company. The parties agree as follows:

1. WILLIAM & SONS GROUP, LLC, shall merge into WILLIAM AND SONS GROUP, LLC.

2. Each outstanding unit of WILLIAM & SONS GROUP, LLC, shall be converted to a unit of WILLIAM & SONS GROUP, LLC, at the rate of 1:1.

3. The Articles of Organization of WILLIAM & SONS GROUP, LLC, as in effect immediately prior to the effective date of the merger, shall remain the Articles of Organization of WILLIAM & SONS GROUP, LLC.

4. The Operating Agreement of WILLIAM & SONS GROUP, LLC, as in effect immediately prior to the effective date of the merger, shall remain the Operating Agreement of WILLIAM & SONS GROUP, LLC.

5. The Members and Managers of WILLIAM & SONS GROUP, LLC, immediately prior to the effective date of the merger shall remain the Members and Managers of WILLIAM & SONS GROUP, LLC.

6. Upon consummation of the merger, WILLIAM & SONS GROUP, LLC, shall succeed, without other transfer, to all the rights and property of WILLIAM & SONS GROUP, LLC, and shall be subject to all the debts, liabilities and obligations of WILLIAM & SONS GROUP, LLC, in the same manner as if incurred by WILLIAM & SONS GROUP, LLC.

7. All rights of creditors and all liens and trusts upon or arising from the property of WILLIAM & SONS GROUP, LLC, and WILLIAM & SONS GROUP, LLC, shall be preserved unimpaired, providing that the liens and trust obligations upon property of WILLIAM & SONS GROUP, LLC, shall be limited to the property affected thereby immediately prior to the time the merger is effective.

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8. Any action or proceeding pending by or against WILLIAM & SONS GROUP, LLC, may be prosecuted to judgment, which shall bind WILLIAM & SONS GROUP, LLC, or WILLIAM & SONS GROUP, LLC, may be proceeded against or substituted in its place.

9. The merger shall be effective as of January 01, 2013.

**WILLIAM & SONS GROUP, LLC, a New York llc, constituent**

By: s/ George Fakhir December 19, 2012  
George Fakhir  
Authorized Representative

**WILLIAM & SONS GROUP, LLC, a Florida llc, survivor**

By: s/ George Fakhir December 19, 2012  
George Fakhir  
Authorized Representative

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