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EXAMINER



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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 11/20/2012

REF. #: 001626.176201

CORP. NAME: CAMAJO LLC (DE) into CAMAJO LLC (FL)

**FILE FIRST!**

FILED  
12 NOV 20 AM 9:00  
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TALLAHASSEE, FLORIDA

- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 102016 FOR \$ 50.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

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| <input type="checkbox"/> CERTIFIED COPY        | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input checked="" type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS |   |  |

Examiner's Initials

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Camajo LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Denise Annunciata

Contact Person

Virtual Paralegal Services

Firm/Company

60 Eaton Road

Address

Framingham, MA 01701

City, State and Zip Code

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

For further information concerning this matter, please call:

Denise Annunciata

Name of Contact Person

at ( 508 )

405-1943

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

**FILED**  
12 NOV 20 AM 9:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



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

FILED  
12 NOV 20 PM 9:00  
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>
Camajo LLC	Delaware	LLC
Camajo 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>
Camajo 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.

**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:

\_\_\_\_\_  
**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: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_





## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into by and between Camajo LLC, a Delaware limited liability company ("Target"), and Camajo LLC, a Florida limited liability company ("Surviving Company"), as of November 19 2012. In consideration of the mutual promises and covenants contained in this Agreement, the parties agree as follows:

### 1. The Merger.

1.1 Surviving Entity. Upon the time of filing (the "Effective Time") of the Certificate of Merger of Camajo LLC, the Surviving Company with the Secretary of State of the State of Delaware pursuant to Delaware Limited Liability Company Act, Section 18-209 and the simultaneous filing of a Certificate of Merger with the Secretary of State of Florida pursuant to 608.4382, Florida Statutes (the "Florida Laws"):

(a) Target shall be merged with and into the Surviving Company (the "Merger") in accordance with the Delaware Limited Liability Company Act, Section 18-209 and the Florida Laws,

(b) Camajo LLC, the Florida limited liability company shall be the surviving entity of the Merger (hereinafter sometimes called the "Surviving Entity"),

(c) the identity, existence, rights, privileges, powers, franchises, properties and assets of Target shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving Entity, and

(d) the identity and separate existence of Target shall cease, and all of the rights, privileges, powers, franchises, properties and assets of Target shall be vested in the Surviving Entity.

1.2 Operating Agreement, Members, Manager and Officers. From and after the Effective Time until amended as provided by law, the Operating Agreement, as amended, of Surviving Entity shall be the Operating Agreement of the Surviving Entity, and the manager and managing member of the Surviving Company then in office immediately prior to the Effective Time shall become the manager and managing members of the Surviving Entity as of the Effective Time.

1.3 Ownership Conversion. At the Effective Time each unit of Membership Interest of Target outstanding immediately prior to the Effective Time shall, by virtue of the Merger and without any additional action on the part of Target or Surviving Company shall, be canceled [be exchanged for stock ownership in LLC2 as set forth on Schedule A hereto]; and all of the Membership Interest of Surviving Entity existing prior to the Merger shall remain outstanding membership interests in the Surviving Entity following the Merger.

### 2. General.

2.1 Condition to the Merger. The Merger shall have been duly authorized by the constituent companies prior to the filing of the Certificate of Merger with the Secretary of State of the State of Delaware effecting the Merger.

2.2 Termination. Notwithstanding anything herein or elsewhere to the contrary, this Agreement may be terminated and abandoned at any time before the Effective Time, whether before or after adoption and approval of this Agreement, by the vote of either the managing member or manager of the Surviving Entity or the manager or managing member of the Target. In the event of such termination



and abandonment, this Agreement shall forthwith become void and neither party nor its respective officers, directors, managers, members or stockholders shall have any liability hereunder.

2.3 Counterparts. This Agreement may be in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one instrument.

*[The remainder of this page has been intentionally left blank.]*

A handwritten signature in black ink, consisting of a stylized 'C' followed by a horizontal line and a small flourish.

Camajo LLC  
Agreement of Merger

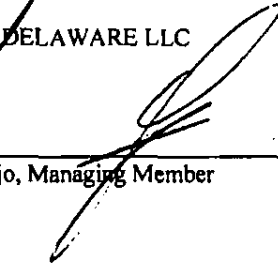


IN WITNESS WHEREOF, the undersigned have duly executed this Agreement and Plan of Merger as of the date first written above.

CAMAJO LLC, A FLORIDA LLC

By:   
Carlos A. Geijo, Managing Member

CAMAJO LLC, A DELAWARE LLC

By:   
Carlos A. Geijo, Managing Member

Camajo LLC  
Agreement of Merger

