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DEPARTMENT OF STATE  
13 JUL 10 PM 4:20

FILED  
13 JUL 10 PM 4:40  
DEPARTMENT OF STATE  
WASHINGTON, DC 20541

*Merger 7/1/09*



CORPORATION SERVICE COMPANY\*

ACCOUNT NO. : I20000000195

REFERENCE : 711453 4306601

AUTHORIZATION :

*[Handwritten signature]*

COST LIMIT : \$ 80.00

ORDER DATE : July 2, 2013

ORDER TIME : 3:36 PM

ORDER NO. : 711453-025

CUSTOMER NO: 4306601

ARTICLES OF MERGER

PELLEFINA, LLC

INTO

STARKE HOLDING THREE LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: \_\_\_\_\_

Certificate of Merger  
For  
Florida Limited Liability Company

FILED  
13 JUL 10 PM 4:40  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

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>
Pellefina, LLC	Florida	Limited Liability Company

**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>
Starke Holding Three LLC	Delaware	Limited Liability Company

**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:

\_\_\_\_\_  
Date of filing

**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:

\_\_\_\_\_  
2711 Centerville Road, Suite 400

\_\_\_\_\_  
Wilmington, DE 19808

**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:

\_\_\_\_\_  
Qualified to do business in the state


Mailing address:

\_\_\_\_\_  
Qualified to do business in the state

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:
Starke Holding Three LLC		Louis Firestone, Authorized Representative
<hr/>		
Pellefina, LLC		Scott Anderson, President
<hr/>		

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

<b><u>Fees:</u></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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Starke Holding Three LLC		Louis Firestone, Authorized Representative
Pellefina, LLC		Scott Anderson, President

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

<b><u>Fees:</u></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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## PLAN OF MERGER

**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>
Pellefina, LLC	Florida	Limited liability company

**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>
Starke Holding Three LLC	Delaware	Limited Liability Company

**THIRD:** The terms and conditions of the merger are as follows:

The terms of the merger (the "Merger") are (i) Pellefina, LLC, a Florida limited liability company ("Pellefina") shall be merged with and into Starke Holding Three LLC, a Delaware limited liability company ("Starke"); (ii) Starke shall continue as the surviving limited liability company; (iii) the separate existence of Pellefina shall cease; and (iv) the existence of Starke shall continue unaffected and unimpaired, with all the rights, privileges, immunities and powers, and subject to all of the duties and liabilities, of a limited liability company organized under the laws of the Delaware Limited Liability Company Act, as amended ("DLLCA").

### **FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Upon the date of the filing of the Articles of Merger with the Florida Department of State, Division of Corporations (the "Merger Time"), by virtue of the Merger and without



any action on the part of Pellefina, Starke, or the holders of membership interests thereof: (i) all of the membership interests of Starke held by Starke Holding LLC, a Delaware limited liability company and parent company of Starke ("Starke Holding"), immediately prior to the Merger Time, shall be converted into 100% of the membership interests in Starke, as the surviving entity of the Merger, and (ii) all of the membership interests in Pellefina issued and outstanding as of the Merger Time shall be converted into the right to receive from Starke Holding certain merger consideration to be determined by the mutual agreement of the parties prior to Closing.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Not applicable

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not applicable

**SIXTH:** Other provision, if any, relating to the merger are as follows:

Not applicable