

340651

(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:

Office Use Only



100009550531

FILED
2002 DEC 31 PM 2:03
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
DIVISION OF CORP. REGISTRATION
RECEIVED
2002 DEC 30 AM 10:24

W02-3609-

J. BRYAN DEC 30 2002

J. BRYAN DEC 31 2002



ACCOUNT NO. : 072100000032

REFERENCE : 873800 5034981

AUTHORIZATION :

COST LIMIT : \$ 60.00

Patricia P. Smith

ORDER DATE : December 27, 2002

ORDER TIME : 9:06 AM

ORDER NO. : 873800-010

CUSTOMER NO: 5034981

CUSTOMER: Ms. Lisette Luaces
Watsco, Inc.
Suite 901
2665 South Bayshore Drive
Coconut Grove, FL 33133

FILED
2002 DEC 31 PM 2:03
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

GEMAIRE DISTRIBUTORS, INC.

INTO

GEMAIRE DISTRIBUTORS LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX PLAIN STAMPED COPY

CONTACT PERSON: Ginger Simmons

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Jim Smith
Secretary of State

December 30, 2002

CSC
GINGER SIMMONS

SUBJECT: GEMAIRE DISTRIBUTORS, INC.
Ref. Number: W02000036093

FILED
2002 DEC 31 PM 2:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA
RECEIVED
02 DEC 31 PM 12:25
DIVISION OF CORPORATION

We have received your document for GEMAIRE DISTRIBUTORS, INC. and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must meet the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes.

The articles of merger must reflect that the surviving entity appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

We are enclosing the proper form(s) with instructions for your convenience.

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) 245-6043.

Joey Bryan
Document Specialist

Letter Number: 202A00067793

RE-SUBMIT

Please give original
submission date as file date.

ARTICLES OF MERGER
Merger Sheet

MERGING:

GEMAIRE DISTRIBUTORS, INC. A FLORIDA ENTITY, #340651
,

INTO

GEMAIRE DISTRIBUTORS LLC, entity not qualified in Florida.

File date: December 30, 2002

Corporate Specialist: Joey Bryan

Account number: 072100000032

Amount charged: 60.00

FILED
2002 DEC 31 PM 2:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER
AND
PLAN AND AGREEMENT OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

Name

Gemaire Distributors, Inc.

Jurisdiction

Florida

340651

FILED
2002 DEC 31 PM 2:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SECOND: The exact name and jurisdiction of the surviving party are as follows:

Name

Gemaire Distributors LLC

Jurisdiction

Delaware

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

See attached sheet

(Attach additional sheet(s) if necessary)

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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

See attached sheet

FILED
2002 DEC 31 PM 2:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

See attached sheet.

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Barry S. Logan
2665 South Bayshore Drive, Suite 901
Coconut Grove, Florida 33133

Ana M. Menendez
2665 South Bayshore Drive, Suite 901
Coconut Grove, Florida 33133

FILED
2002 DEC 31 PM 2:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

See attached sheet.

EIGHTH: Other provisions, if any, relating to the merger:

See attached sheet.

(Attach additional sheet(s) if necessary)

FILED
2002 DEC 31 PM 2:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

OR

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

[illegible]

(Attach additional sheet(s) if necessary)

PLAN AND AGREEMENT OF MERGER

OF

GEMAIRE DISTRIBUTORS, INC.
(a Florida corporation)

AND

GEMAIRE DISTRIBUTORS LLC
(a Delaware limited liability company)

Exhibit A
2002 DEC 31 PM 2:04
FILED
CORPORATIONS
TALLAHASSEE, FLORIDA

PLAN AND AGREEMENT OF MERGER entered into as of December 31, 2002 by Gemaire Distributors, Inc., a business corporation of the State of Florida, and approved by resolution adopted by its Board of Directors on said date, and entered into as of December 31, 2002 by Gemaire Distributors LLC, a limited liability company of the State of Delaware, and approved by resolution adopted by its Board of Managers on said date.

WHEREAS, Gemaire Distributors, Inc. is a business corporation of the State of Florida with its principal office therein located at 2151 W. Hillsboro Boulevard, Suite 400, City of Deerfield Beach, County of Broward; and

WHEREAS, the total number of shares of stock which Gemaire Distributors, Inc. has authority to issue is 100, all of which are of one class and of a par value of \$1.00 each; and

WHEREAS, Gemaire Distributors LLC is a limited liability company of the State of Delaware with its registered office therein located at 2711 Centerville Road, City of Wilmington, County of New Castle; and

WHEREAS, the Florida Business Corporation Act permits a merger of a business corporation of the State of Florida with and into a limited liability company of another jurisdiction; and

WHEREAS, the Limited Liability Company Act of the State of Delaware permits the merger of a business corporation of another jurisdiction with and into a limited liability company of the State of Delaware; and

WHEREAS, Gemaire Distributors, Inc. and Gemaire Distributors LLC and the respective Board of Director and Board of Managers thereof declare it advisable and to the advantage, welfare, and best interests of said corporation and limited liability company and their respective stockholder and members to merge Gemaire Distributors, Inc. with and into Gemaire Distributors LLC pursuant to the provisions of the Florida Business Corporation Act and pursuant to the provisions of the Limited Liability Company Act of the State of Delaware upon the terms and conditions hereinafter set forth;

NOW, THEREFORE, in consideration of the premises and of the mutual agreement of the parties hereto, being thereunto duly entered into by Gemaire Distributors, Inc. and approved by a resolution

adopted by its Board of Directors and being thereunto duly entered into by Gemaire Distributors LLC and approved by a resolution adopted by its Board of Managers, the Plan and Agreement of Merger and the terms and conditions thereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth therein, are hereby determined and agreed upon as hereinafter in this Plan and Agreement set forth.

1. Gemaire Distributors, Inc. and Gemaire Distributors LLC shall, pursuant to the provisions of the Florida Business Corporation Act and the provisions of the Limited Liability Company Act of the State of Delaware, be merged with and into a single limited liability company, to wit, Gemaire Distributors LLC, which shall be the surviving limited liability company from and after the effective time of the merger, and which is sometimes hereinafter referred to as the "Surviving Company", and which shall continue to exist under its present name pursuant to the provisions of the Limited Liability Company Act of the State of Delaware. The separate existence of Gemaire Distributors, Inc., which is sometimes hereinafter referred to as the "Terminating Corporation", shall cease at said effective time in accordance with the provisions of the Florida Business Corporation Act.

2. Annexed hereto and made a part hereof is a copy of the Certificate of Organization of the Surviving Company as the same shall be in force and effect at the effective time in the State of Delaware of the merger herein provided for; such Certificate of Organization shall continue to be the Certificate of Organization of the Surviving Company until amended and changed pursuant to the provisions of the Limited Liability Company Act of the State of Delaware.

3. The present operating agreement of the Surviving Company will be the operating agreement of the Surviving Company and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Limited Liability Company Act of the State of Delaware.

4. The managers and officers of the Surviving Company in office at the effective time of the merger shall be the members of the first Board of Managers and the first officers of the Surviving Company, all of whom shall be the managers and officers until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the operating agreement of the Surviving Company.

5. Each issued share of the Terminating Corporation shall, at the effective time of the merger, be cancelled. The issued membership interests of the Surviving Company shall not be converted or exchanged in any manner, but each membership interest issued as of the effective date of the merger shall continue to represent one issued membership interest of the Surviving Company.

6. In the event that this Plan and Agreement of Merger shall have been fully approved and adopted upon behalf of the Terminating Corporation in accordance with the provisions of the Florida Business Corporation Act and upon behalf of the Surviving Company in accordance with the provisions of the Limited Liability Company Act of the State of Delaware, this corporation and limited liability company agree that they will cause to be executed and filed and recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Delaware, and that they will cause to be performed all necessary acts within the State of Florida and the State of Delaware and elsewhere to effectuate the merger herein provided for.

FILED
2002 DEC 31 PM 2:04
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

7. The Board of Directors and the proper officers of the Terminating Corporation and of the Board of Managers of the Surviving Company are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan and Agreement of Merger or of the merger herein provided for.

8. The initial managers of the limited liability company shall be:

Barry S. Logan 2665 S. Bayshore Drive
Suite 901
Coconut Grove, FL 33133

Ana M. Menendez 2665 S. Bayshore Drive
Suite 901
Coconut Grove, FL 33133

FILED
2002 DEC 31 PM 2:04
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

9. The effective time of this Plan and Agreement of Merger, and the time at which the merger herein agreed upon shall become effective in the State of Delaware, shall be 11:59 p.m. on December 31, 2002.

10. See below.

IN WITNESS WHEREOF, this Plan and Agreement of Merger is hereby executed upon behalf of each of the constituent corporations parties thereto.

Dated: December 31, 2002.

GEMAIRE DISTRIBUTORS, INC.

By: 

Barry S. Logan, Vice President

GEMAIRE DISTRIBUTORS LLC

By: 

Barry S. Logan, Vice President

10. The surviving entity (Gemaire Distributors LLC) appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.