

542697

(Requestor's Name)

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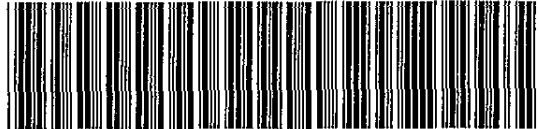
(Business Entity Name)

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04 MAR 12 AM 9:43
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BK



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 0721000000032

REFERENCE : 481035

AUTHORIZATION :

COST LIMIT : \$ 95.00

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04 MAR 12 AM 9:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : March 8, 2004

ORDER TIME : 2:55 PM

ORDER NO. : 481035-005

CUSTOMER NO: 80457A

CUSTOMER: Cathy Hames
Black, Sims, Burnett And
3rd Floor
501 North Grandview Avenue
Daytona Beach, FL 32118

ARTICLES OF MERGER

DAYTONA MANAGEMENT CORP.

INTO

ZEVC0, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

March 9, 2004

SARA LEA
CSC
TALLAHASSEE, FL

SUBJECT: DAYTONA MANAGEMENT CORP.
Ref. Number: 542697

We have received your document for DAYTONA MANAGEMENT CORP. and the authorization to debit your account in the amount of \$95.00. However, the document has not been filed and is being returned for the following:

With an LLC and a corporation merging into another corporation, there would have to be some way of converting shares and membership units of the merging entity into shares of the surviving corporation. Please describe this in the FOURTH ITEM on the second page of the PLAN OF MERGER.

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) 245-6914.

Buck Kohr
Document Specialist

Letter Number: 504A00015644

Resubmit

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TALLAHASSEE, FLORIDA
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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.382, and/or 620.203, Florida Statutes.

FILED
04 MAR 12 AM 9:43
SECRETARY OF
TALLAHASSEE
CORPORATE

FIRST: The exact name, street address of its 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>
1. Zev and Gail Cohen, LLC 1239 Oceanshore Blvd., Unit 12B2 Ormond Beach, FL 32176	Nevada	limited liability company
Florida Document/Registration Number: _____	FEI Number: _____	Doc. No. 3919-2002
2. Daytona Management Corp. 1239 Oceanshore Blvd., Unit 12B2 Ormond Beach, FL 32176	Florida	corporation
Florida Document/Registration Number: 542697	FEI Number: _____	
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____	FEI Number: _____	

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its 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>
Zevco, Inc.	Nevada	corporation
1239 Oceanshore Blvd., Unit 12B2		
Ormond Beach, FL 32176		

Florida Document/Registration Number: _____ FEI Number: 20-0578476

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby 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.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the 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 the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

The date the Articles of Merger are filed with Florida Department of State

(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 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:

<u>Name</u>	<u>Jurisdiction</u>
Zev and Gail Cohen, LLC	Nevada
Daytona Management Corp.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Zevco, Inc.	Nevada

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

Zev and Gail Cohen, LLC, a Nevada limited liability company, shall merge into Zevco, Inc., a Nevada corporation, which latter entity will constitute the surviving entity in the merger.

Daytona Management Corp., a Florida corporation, shall merge into Zevco, Inc., a Nevada corporation, which latter entity will constitute the surviving entity in the merger.

(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:

Under the plan of merger, the owners of membership interest in the limited liability company are surrendering their membership interest in exchange for stock in the surviving corporation which stock will represent the same proportional ownership of the surviving corporation as the membership interest in the merged limited liability company.

- 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:

n/a

(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

n/a

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:

n/a

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:

n/a

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

n/a

(Attach additional sheet(s) if necessary)