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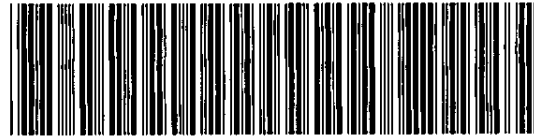
(Business Entity Name)

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300252817493

0-31-13 *Merger*

RECEIVED
DEPARTMENT OF STATE
FILED
13 DEC 23 AM 1:55 2013 DEC 23 PM 2:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12/26/13

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DATE: 12/23/13

NAME: DENICO, LLC

TYPE OF FILING: MERGER

COST: 90.00

RETURN: CERTIFIED COPY PLEASE

ACCOUNT: FCA000000015

AUTHORIZATION: ABBIE/PAUL HODGE



COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Clockwork, Inc.

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Elizabeth A. Cooper

Contact Person

Frost Brown Todd LLC

Firm/Company

400 W Market Street, 32nd Floor

Address

Louisville, KY 40202-3363

City, State and Zip Code

ecooper@fbtlaw.com

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

For further information concerning this matter, please call:

Elizabeth A. Cooper at (502) 568-0237

Name of Contact Person

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

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

EFFECTIVE DATE

12-31-13

FILED

2013 DEC 23 PM 2:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

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>
Denico, LLC	Florida	limited liability company
Clockwork, Inc.	Delaware	corporation

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>
Clockwork, Inc.	Delaware	corporation

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:

December 31, 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:

Plaza Five Points, 50 Central Avenue, Ste. 920
Sarasota, FL 34236

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:

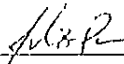
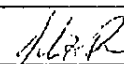
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

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:
Denico, LLC		JOHN PAGE, Secretary of Clockwork, Inc. Sole Member and Managing Member
Clockwork, Inc.		JOHN PAGE, SECRETARY

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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

<u>Fees:</u>	
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

<u>Certified Copy (optional):</u>	\$30.00
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**PLAN AND AGREEMENT OF MERGER OF
DENICO, LLC, A FLORIDA LIMITED LIABILITY COMPANY,
INTO AND WITH
CLOCKWORK, INC., A DELAWARE CORPORATION**

Denico, LLC, a Florida limited liability company, and Clockwork, Inc., a Delaware corporation, hereby agree to merge with one another upon the terms set forth below effective on and as of December 31, 2013.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Denico, LLC	Florida	limited liability company
Clockwork, Inc.	Delaware	corporation

SECOND: The exact name, form/entity types and jurisdiction for each surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Clockwork, Inc.	Delaware	corporation

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

Upon the effectiveness of the merger, the merger will have the effects set forth in Florida Statute § 608.4383 and in Section 259 of the Delaware General Corporation Law (which statutory provisions are incorporated in this Plan and Agreement of Merger by this reference), in each case except as otherwise expressly set forth elsewhere in this Plan and Agreement of Merger.

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, is as follows:

In light of the fact that Clockwork, Inc., the entity to survive the merger ("Clockwork"), is the sole member of Denico, LLC ("Denico"), as of the effective time of the merger, and without any action of the part of the holders thereof: (a) all shares of Clockwork that were issued and outstanding immediately prior to the merger (the "Clockwork Shares") will remain unchanged by the merger and issued and outstanding following the merger; and (b) all membership interests of Denico that were issued and outstanding immediately prior to the merger.

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

As of the effective time of the merger, and without any action of the part of the holders thereof: (a) any rights to acquire the interests, shares, obligations or other securities of Clockwork that were outstanding immediately prior to the merger ("Clockwork Rights") will remain unchanged by the merger and outstanding following the merger; and (b) any rights to acquire the interests, shares, obligations or other securities of Denico outstanding immediately prior to the merger will be cancelled pursuant to the merger.

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

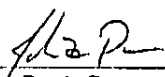
The Certificate of Incorporation of Clockwork immediately prior to the merger will be the Certificate of Incorporation of Clockwork, as the surviving entity, following the merger. The Certificate of Incorporation of the surviving corporation shall not be amended as a result of the merger.

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

1. The effective date of the merger shall be December 31, 2013.
2. At any time prior to the effectiveness of the merger, Denico and Clockwork may abandon the proposed merger in accordance with applicable law.

DENICO, LLC, a Florida limited liability company

By: Clockwork, Inc., a Delaware corporation, as
Sole Member and Managing Member

By: 
John Paré, Secretary

CLOCKWORK, INC., a Delaware corporation

By: 
John Paré, Secretary