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**MERGER OR SHARE EXCHANGE**

**CHEVYROCK ACQUISITION, LLC**

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ARTICLES OF MERGER  
Merger Sheet

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MERGING:

CHEVYROCK ENGINEERING & CONSULTING CORP. A FLORIDA  
CORPORATION

INTO

**CHEVYROCK ACQUISITION, LLC**, a Florida entity, L00000003762

File date: April 11, 2000

Corporate Specialist: Agnes Lunt

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## ARTICLES OF MERGER

of

CHEVYROCK ENGINEERING & CONSULTING CORP., a Florida corporation

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with and into

CHEVYROCK ACQUISITION, LLC., a Florida limited liability company

L 0000000 3762

### ARTICLE I

The Plan of Merger is attached hereto and incorporated herein by reference.

### ARTICLE II

The effective date of the Merger is upon filing of these Articles of Merger.

### ARTICLE III

CHEVYROCK ENGINEERING & CONSULTING CORP., a Florida corporation, approved the Plan of Merger on April 3, 2000 by an action by unanimous written consent of shareholders and sole director. On April 3, 2000, all shareholders of the corporation waived the written notice requirement for approval of the Plan of Merger.

### ARTICLE IV

CHEVYROCK ACQUISITION, LLC., a Florida limited liability company, approved the Plan of Merger on April 3, 2000 by an action by unanimous written consent of its members and member-manager. On April 3, 2000, all members of the limited liability company waived the written notice requirement for approval of the Plan of Merger.

### ARTICLE V

The articles of organization of CHEVYROCK ACQUISITION, LLC., a Florida limited liability company, are amended such that the name of the corporation shall be Chevyrock Engineering & Consulting, LLC.

CHEVYROCK ACQUISITION, LLC.,  
a Florida limited liability company

  
Name: Darlene Delfino  
Its: Managing Member

CHEVYROCK ENGINEERING &  
CONSULTING CORP., a Florida  
corporation

  
Name: Darlene Delfino  
Its: President

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### PLAN OF MERGER

This Plan of Merger, is made as of April 3, 2000, between CHEVYROCK ENGINEERING & CONSULTING CORP., a Florida corporation (the "Corporation"), and CHEVYROCK ACQUISITION, LLC., a Florida limited liability company (the "LLC"). The Corporation and the LLC are collectively referred to as the "Constituent Companies".

#### Recitals

- A. The Corporation is a corporation organized and existing under the laws of the State of Florida, with its principal office at 2338 Immokalee Road, Suite 112, Naples, Florida 34110.
- B. The Corporation is authorized to issue 10,000 shares of common stock, with \$.01 par value, of which 3,000 shares are issued and outstanding.
- C. The LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 2338 Immokalee Road, Suite 112, Naples, Florida 34110.
- D. There are no options or other rights to acquire shares of the Corporation or membership interests in the LLC authorized, issued, or outstanding.
- E. The board of directors and shareholders of the Corporation deem it desirable and in the best business interest of Corporation that the Corporation be merged into the LLC pursuant to Sections 607.1108 *et. seq.* of the Florida Business Corporation Act.
- F. The members and member-manager of the LLC deem it desirable and in the best business interest of the LLC that the Corporation be merged into the LLC pursuant to Sections 608.438 *et. seq.* of the Florida Limited Liability Act.
- G. The parties intend that this transaction qualify as a "reorganization" within the meaning of Section 368(a) of the Internal Revenue Code of 1986, as amended.

#### Agreement

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the Constituent Companies agree as follows:

- 1. **Merger.** At the Effective Time (defined below), the Corporation shall merge with and into the LLC (the "Merger") which shall be the surviving business entity (the

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"Surviving Entity") and which shall continue its corporate existence under the laws of the State of Florida following the Merger.

2. **Terms and Conditions.** At the Effective Time, the separate existence of the Corporation shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Corporation without the necessity of separate transfer. The Surviving Entity shall be thereafter responsible and liable for all liabilities and obligations of the Corporation, and neither the rights of creditors nor any liens on the property of the Corporation shall be impaired by the Merger.

3. **Conversion of Shares.**

(a) Each share of common stock, with \$.01 par value, of the Corporation issued and outstanding immediately prior to the Merger shall be converted into one membership unit of the Surviving Entity, which membership units of the Surviving Entity shall then be issued and outstanding.

(b) After the Effective Time, each holder of certificates formerly representing shares of common stock of the Corporation shall surrender such certificates to the Surviving Entity or its duly appointed agent, in the manner that the Surviving Entity shall legally require. On receipt of such share certificates, the Surviving Entity shall issue and exchange such certificates for membership units of the Surviving Entity, representing the number of membership units of the Surviving Entity to which the holder is entitled as provided above.

4. **Articles of Organization of the Surviving Entity.** The Articles of Organization of the LLC existing immediately prior to the Effective Time of the Merger shall continue to be the Articles of Organization of the Surviving Entity, except that the name of the entity shall change to "Chevyrock Engineering & Consulting, LLC".

5. **Operating Agreement of the Surviving Entity.** The Operating Agreement of the LLC existing immediately prior to the Effective Time of the Merger shall continue to be the Operating Agreement of the Surviving Entity.

6. **Managing Member of the Surviving Entity.** The managing-member of the LLC at the Effective Time of the Merger shall continue to be the managing member of the Surviving Entity for the full unexpired terms of her office and until her successor has been elected or appointed and qualified. Darlene Delfino of 2338 Immokalee Road, Suite 112, Naples, Florida 34110 shall be the managing-member.

7. **Effective Date of Merger.** The effective date and time of the Merger shall be upon the filing of the Articles of Merger with the Florida Secretary of State (the "Effective Time").

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8. **Approval by Shareholders.** This Plan of Merger shall be submitted for the approval by consent of the shareholders of the Corporation in the manner provided by the applicable laws of the State of Florida.

9. **Approval by Members.** This Plan of Merger shall be submitted for the approval by consent of the members of the LLC in the manner provided by the applicable laws of the State of Florida.

10. **Dissenting Shareholders and Members.** Shareholders of the Corporation and members of the LLC who are entitled to vote and who dissent from the Merger will be entitled to such rights as are afforded to respective dissenting shareholders and members under applicable state law.

11. **Abandonment of Merger.** This Plan of Merger may be abandoned by action of either the Board of Directors of the Corporation or the Members of the LLC at any time prior to the Effective Time on the happening of either of the following events:

(a) The Merger is not approved by either the shareholders of the Corporation or the members of the LLC on or before April 3, 2000.

(b) In the judgment of either the Board of Directors of the Corporation or the Managing Member of the LLC, the Merger would be impracticable because of the number of dissenting shareholders or members asserting rights under the laws of the State of Florida.

12. **Governing Law.** This Agreement shall be construed and enforced in accordance with the laws of the State of Florida without regard to its conflict of law principles.

IN WITNESS WHEREOF, the parties to this Agreement have signed below on the date and year first above written.

CHEVYROCK ACQUISITION, LLC.,  
a Florida limited liability company

  
Name: Darlene Delfino  
Its: Managing-Member

CHEVYROCK ENGINEERING &  
CONSULTING CORP., a Florida  
corporation

  
Name: Darlene Delfino  
Its: President

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