

L000000007405

(Requestor's Name)

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☐ PICK-UP

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(Business Entity Name)

(Document Number)

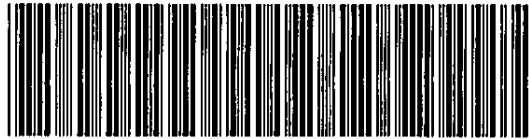
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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
07 JAN 16 PM 1:52

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Dog Haus Arts, LLC

(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

Glenna J. Osborn

(Contact Person)

Kutak Rock LLP

(Firm/Company)

1010 Grand Avenue Suite 500

(Address)

Kansas City, MO 64106

(City, State and Zip Code)

For further information concerning this matter, please call:

Glenna J. Osborn

(Name of Contact Person)

at ( 816 ) 960-0090

(Area Code and Daytime Telephone Number)



Certified copy (optional) \$30.00

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

Kutak Rock LLP  
1010 Grand Avenue Suite 500  
Kansas City, MO 64106

**KUTAK ROCK LLP**  
**SUITE 500**  
**1010 GRAND BOULEVARD**  
**KANSAS CITY, MISSOURI 64108-2220**  
**816-960-0090**  
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WICHITA

GLENN A. J. OSBORN  
glenna.osborn@kutakrock.com  
(816) 960-0090

January 8, 2007

Florida Department of State  
Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

Re: Dog Haus Arts, LLC  
Certificate and Plan of Merger

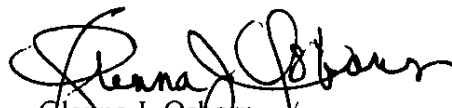
Dear Sir or Madam:

Enclosed please find Certificate of Merger to be filed with your office in order to merge the Florida LLC into a Missouri LLC. Also enclosed please find the Cover Letter and check in the amount of \$55.00

After the enclosed document has been filed with your office, please return the file-stamped copy to my attention in the enclosed self-address envelope. Your prompt attention to this matter would be great appreciated.

Should you have any questions regarding the enclosed, please do not hesitate to contact the undersigned at the above Missouri number.

Yours very truly,

  
Glenna J. Osborn  
Corporate Paralegal

Enclosures

cc: Robert B. Keim, Esq.

**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>
Dog Haus Arts, LLC	Florida	LLC LDD-7405
Dog Haus Arts, LLC	Missouri	LLC

**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>
Dog Haus Arts, LLC	Missouri	LLC

**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:

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**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:

Dog Haus Arts, LLC

522 Locust Lane, #405

Kansas City, MO 64106

**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: 522 Locust Lane, #405

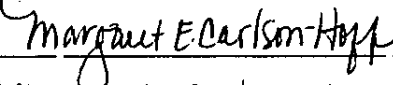

Kansas City, MO 64106

Mailing address: 522 Locust Lane, #405

Kansas City, MO 64106

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:
Dog Haus Arts, LLC		Margaret E. Carlson-Hoffman
Dog Haus Arts, LLC		Margaret E. Carlson-Hoffman

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>
Dog Haus Arts, LLC	Florida	LLC
Dog Haus Arts, LLC	Missouri	LLC

**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>
Dog Haus Arts, LLC	Missouri	LLC

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

The Operating Agreement of the surviving party shall  
be the Operating Agreement of the surviving party.

*(Attach additional sheet 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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Each membership interest of the non-surviving party  
and each member's rights to profits, losses and distributions  
from the non-surviving party shall be converted into  
membership interest of the surviving party with the same  
rights to profits, losses and distributions from the  
surviving party.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into 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:

N/A

*(Attach additional sheet if necessary)*



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

N/A

*(Attach additional sheet if necessary)*

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

N/A

*(Attach additional sheet if necessary)*