

L00000014948

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)



PICK-UP



WAIT



MAIL

(Business Entity Name)

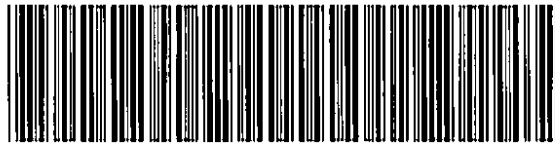
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CLERK OF STATE  
TALLAHASSEE, FL

2021 JAN 25 AM 11:39

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TALLAHASSEE, FL

2020 JAN 11 PM 12:07

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SULKER

JAN 25 2021



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

January 21, 2021

GREGORY A FOX, ESQ

,

SUBJECT: EMS GROUP USA, LLC  
Ref. Number: L00000014948

We have received your document for EMS GROUP USA, LLC and check(s) totaling \$30.00. However, the document has not been filed and is being returned for the following reason(s):

There is a balance due of \$50.00. Please return a copy of this letter to ensure your money is properly credited.

You failed to make the correction(s) requested in our previous letter.

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) 245-6050.

Yasemin Y Sulker  
Regulatory Specialist III

Letter Number: 621A00000656

COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: EMS Group USA, 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:

Gregory A. Fox, Esq.  
Contact Person

Fox & Fox, P.A.  
Firm/Company

2515 Countryside Blvd., Suite G  
Address

Clearwater, FL 33763  
City, State and Zip Code

greg@foxlawpa.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Paula Farkiolas at ( 727 ) 796-4556  
Name of Contact Person Area Code 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

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

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
EMMETI USA, LLC.	DELAWARE	LIMITED LIABILITY COMPANY
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
EMS GROUP USA, LLC.	FLORIDA	LIMITED LIABILITY COMPANY
_____	_____	_____

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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TALLAHASSEE, FL

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed 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:

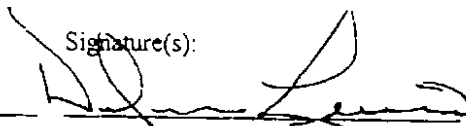
**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:

EMS GROUP USA, LLC.

Signature(s):



Typed or Printed

Name of Individual:

DELMAR LEWIS

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 an authorized person

<b>Fees:</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>Certified Copy (optional):</b>	\$30.00

## **PLAN OF MERGER**

**PLAN OF MERGER** dated the 31 day of December, 2020 between **EMS GROUP USA, LLC.**, a Florida Limited Liability Company, referred to as the ***Surviving Limited Liability Company***, and **EMMETI USA, LLC.**, a Delaware Limited Liability Company, referred to as the ***Merging Limited Liability Company***.

### **STIPULATIONS**

A. **EMS GROUP USA, LLC.** is a Limited Liability Company organized and existing under the laws of the State of Florida, with its principal office at 202 10<sup>th</sup> Avenue N, Suite A, Safety Harbor, Florida 34695.

B. **EMMETI USA, LLC.** is a Limited Liability company organized and existing under the laws of Delaware with its principal office at 251 Little Falls Drive, Wilmington, Delaware 19808.

C. The Members of the constituent companies deem it desirable and in the best business interests of the companies and their Members that **EMMETI USA, LLC.**, a Delaware Limited Liability Company, be merged into **EMS GROUP USA, LLC.**, a Florida Limited Liability Company, pursuant to the provisions of Sections 605.121 et seq. of the Florida Revised Limited Liability Company Act. .

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

**SECTION ONE. MERGER.** **EMMETI USA, LLC.** a Delaware Limited Liability Company, shall merge with and into **EMS GROUP USA, LLC.**, a Florida Limited Liability Company, which shall be the Surviving Limited Liability Company .

**SECTION TWO. TERMS AND CONDITIONS.** On the effective date of the merger, the separate existence of the merging company shall cease, and the surviving company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the merging company, without the necessity for any separate transfer. The surviving company shall then be responsible and liable for all liabilities and obligations of the merging company, and neither the rights of creditors nor any liens on the property of the merging company shall be impaired by the merger.

**SECTION THREE. CONVERSION OF UNITS.** The manner and basis of converting the member's interest of the merging company into the surviving company is as follows:

(a) Each unit of **EMMETI USA, LLC.**, a Delaware Limited Liability Company, issued and outstanding on the effective date of the merger shall be converted into ONE(1) unit of **EMS GROUP USA, LLC.**, a Florida Limited Liability Company, which units of the surviving company shall then be issued and outstanding.

(b) The conversion shall be effected as follows: After the effective date of the merger, each member's units in the merging company shall surrender them to the surviving company or its duly appointed agent, in the manner that the surviving company shall legally require. On receipt of the member's units, the surviving company shall assign their units in the surviving company, representing the units to which the holder is entitled as provided above.

**SECTION FOUR. CHANGES IN ARTICLES OF ORGANIZATION.** The articles of organization of the surviving company, **EMS GROUP USA, LLC.**, shall continue to be its articles of organization following the effective date of the merger.

**SECTION FIVE. CHANGES IN THE OPERATING AGREEMENT.** The operating agreement of the surviving company shall continue to be its agreement following the effective date of the merger.

**SECTION SIX. PROHIBITED TRANSACTIONS.** Neither of the constituent companies shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business.

**SECTION SEVEN. APPROVAL BY MEMBERS.** This plan of merger shall be submitted for the approval of the Members of the constituent companies in the manner provided by the applicable laws of the State of Florida and the State of Delaware.

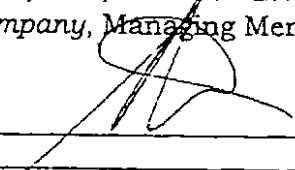
**SECTION EIGHT. EFFECTIVE DATE OF MERGER.** The effective date of this merger shall be the date the Articles of Merger are filed with the Florida Department of State.

**SECTION NINE. EXECUTION OF AGREEMENT.** This plan of merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument. An electronic or facsimile signature of the parties shall be construed as an original signature and be binding on the parties hereto.

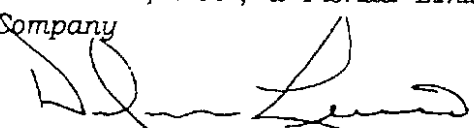
Executed on behalf of the parties by their members on the date first above written.

**MERGING LIMITED LIABILITY COMPANY**  
**EMMETI USA, LLC.**, *a Delaware Limited Liability*

**EMS GROUP, SPA**, *an Italian Limited*  
*Liability Company, Managing Member*

By:   
Authorized Representative

**SURVIVING LIMITED LIABILITY COMPANY:**  
**EMS GROUP USA, LLC.**, *a Florida Limited*  
*Liability Company*

By:   
**DELMAR LEWIS**, Authorized Representative