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EXAMINER

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** ALSO ADMITTED IN NEW YORK

*** ALSO ADMITTED IN TEXAS

LL.M.-T MASTERS IN TAXATION

July 11, 2008

Via Certified Mail, RRR

REPLY TO:

Bradenton

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

Re: Merger of LLC Entities
Hagen Holding Company, LLC; HHC II, LLC; HHC III LLC
OFN: 3869-11

Dear Sir or Madame:

Enclosed please find a fully-completed and executed Certificate of Merger and Plan of Merger with respect to the merger of the above-referenced three limited liability companies. Hagen Holding Company, LLC, will be the surviving entity of the merger. Also enclosed is our firm check in the amount of \$105.00 which represents the filing fee of \$75.00 (for three limited liability companies) and the fee of \$30.00 for a certified copy of the merger.

Thank you for your prompt attention to this matter. If you have any questions, please do not hesitate to contact me at (941) 748-3770. Your assistance with this matter is greatly appreciated.

Sincerely,

Jason M. DePaola, Esquire
Firm Associate
Email: jmd@phkplaw.com

JMD:jms
Enclosures
cc: Mark D. Hagen (w/ Encl.)

08 JUL 21 AM 10:19

**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>
Hagen Holding Company, LLC	Florida (L01000009471)	Limited Liability Company
HHC II, LLC	Florida (L02000000353)	Limited Liability Company
HHC III, LLC	Florida (L06000093786)	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>
Hagen Holding Company, LLC	Florida (L01000009471)	Limited Liability Company

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:

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:

n/a

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:

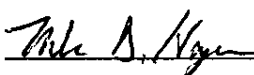
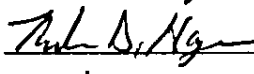
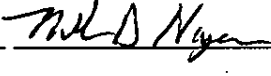
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: n/a

Mailing address: n/a

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:
Hagen Holding Company, LLC		Mark D. Hagen, Member/President
HHC II, LLC		Mark D. Hagen, Member/President
HHC III, LLC		Mark D. Hagen, Member/President
_____	_____	_____

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

Fees:

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

Certified Copy (optional): \$30.00

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>
Hagen Holding Company, LLC	Florida (L01000009471)	Limited Liability Company
HHC II, LLC	Florida (L02000000353)	Limited Liability Company
HHC III, LLC	Florida (L060000093786)	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>
Hagen Holding Company, LLC	Florida (L01000009471)	Limited Liability Company

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

Please see attachment for terms and conditions of merger.

(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:

On the Effective Date of the Merger, the disappearing Limited Liability
Companies' interests held by their respective members shall without
more be converted into and exchanged for membership interests in
the surviving Limited Liability Company.

(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:

On the Effective Date of the Merger, the disappearing Limited Liability
Companies' interests held by their respective members shall without
more be converted into and exchanged for membership interests in
the surviving Limited Liability Company.

(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)

TERMS AND CONDITIONS OF MERGER

On the effective date of the merger, the disappearing limited liability companies' (namely, HHC II, LLC and HHC III, LLC) respective interests held by their respective members shall without more be converted into and exchanged for membership interest in the surviving limited liability company (namely, Hagen Holding Company, LLC). On the effective date of the merger, the separate existence of the disappearing limited liability companies shall cease and the surviving limited liability company shall be fully vested in the disappearing limited liability companies' respective rights, privileges, immunities and powers. If at any time after the effective date of the merger, the surviving limited liability company shall determine that any further conveyances, agreements, documents, instruments and assurances, or any further action is necessary or desirable to carry out the provisions of this merger, the appropriate officers of the surviving limited liability company or the disappearing limited liability companies, as the case may be, whether past or remaining in the office, shall execute and deliver, on the request of the surviving limited liability company, all proper conveyances, agreements, documents, instruments and assurances and perform all necessary and proper acts, to vest, perfect, confirm, or record such title thereto in the surviving limited liability company, or to otherwise carry out the provisions of this merger.