

LO1000021351

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(Business Entity Name)

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12/29/04--01038--006 **78.75

01/18/05--01008--021 **1.25

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2004 DEC 29 PM 3:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

LO1-2135
al



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

January 5, 2005

WILLIAM SYVERSON
1010 WEST ST. GERMAN STREET
ST. CLOUD, MN 56301

SUBJECT: G. W. II, LLC
Ref. Number: L01000021351

We have received your document for G. W. II, LLC and check(s) totaling \$78.75. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$1.25. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

The merger fees are \$25.00 for each Limited Liability Company and \$30.00 for each certified copy.

The effective day must be specific and cannot be prior to the date of filing.

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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 505A00000686

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TALLAHASSEE, FLORIDA

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1010 WEST ST. GERMAIN STREET
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320 252-4414
Fax: 320 252-4482

500 IDS CENTER
80 SOUTH EIGHTH STREET
MINNEAPOLIS, MN 55402-3796
612 632-3000
Fax: 612 632-4444

Reply to St. Cloud Office
William R. Syverson
Attorney At Law
320-202-5339
william.syverson@gpmlaw.com

December 28, 2004

VIA UPS OVERNIGHT

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E GAINES STREET
TALLAHASSEE FL 32399

Re: Articles of Merger of G. W. II, LLC and of G. W. III, LLC
Our File No: 94830

Dear Secretary of State:

Enclosed for filing please find Articles of Merger with attached Plan of Merger for G. W. II, LLC and G. W. III, LLC. Also enclosed please find our filing fee of \$35 for each corporation involved and \$8.75 for a certified copy of the document, totaling \$78.75.

Please process and return the certified copy to me for our files. Contact me with any questions.

Very truly yours,

Gray, Plant, Mooty,
Mooty & Bennett, P.A.

William R. Syverson

WRS/nas

Enclosures

GP:1661893 v1

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TALLAHASSEE, FLORIDA



1010 WEST ST. GERMAIN STREET
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Reply to St. Cloud Office

William R. Syverson

Attorney At Law

320-202-5339

william.syverson@gpmlaw.com

January 11, 2005

VIA UPS OVERNIGHT

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
409 E GAINES STREET
TALLAHASSEE FL 32399

Re: Articles of Merger of G. W. II, LLC and of G. W. III, LLC
Our File No: 94830

Dear Madam/Sir:

Please find enclosed a check in the amount of \$1.25 pursuant to your letter dated January 5, 2005 (a copy has been enclosed for your reference), regarding additional filing fees needed for filing the Articles of Merger for G. W. II, LLC and G. W. III, LLC as well as a certified copy of the filing (the "Letter").

We are re-submitting the Articles of Merger and Plan of Merger for the above-referenced entities. It is our understanding based upon the Letter that your office has retained our original check in the amount of \$78.75.

Please process and return the certified copy to us for our files.

Sincerely,

GRAY, PLANT, MOOTY,
MOOTY & BENNETT, P.A.

William R. Syverson

WRS/mpj

Enclosures

GP:1666841 v1

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

OF

G. W. II, LLC

AND OF

G. W. III, LLC

601-20351

Pursuant to the provisions of the Minnesota Limited Liability Company Act and the Florida Limited Liability Act, the following Articles of Merger are executed on the date hereinafter set forth:

First: G. W. III, LLC, is a limited liability company organized and existing under the laws of the State of Minnesota and is subject to the provisions of the Minnesota Limited Liability Company Act, and G. W. II, LLC, is a limited liability company organized and existing under the laws of the State of Florida and is subject to the provisions of the Florida Limited Liability Company Act.

Second: Annexed hereto is a copy of the Plan of Merger which has been approved by G. W. III, LLC pursuant to Chapter 322B of Minnesota Statutes and by G. W. II, LLC pursuant to Title 36, Chapter 608 of Florida Statutes.

Third: The effective date of the Merger provided for in the Plan of Merger shall be December 29, 2004, at the close of business.

Executed at Saint Cloud, Minnesota on December 29, 2004.

G. W. II, LLC

By: Gene L. Windfeldt

Gene L. Windfeldt

Its: Chief Manager

G. W. III, LLC

By: Greg Windfeldt

Greg Windfeldt

Its: President

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLAN OF MERGER

PLAN OF MERGER (hereinafter referred to as the "Plan"), dated December 29, 2004, for the merger of G. W. II, LLC, a Florida limited liability company (the "Merged Entity"), into G. W. III, LLC, a Minnesota limited liability company (the "Surviving Entity"). (The Merged and Surviving Entities may be collectively referred to as "Constituent Entities").

RECITALS

A. The Surviving Entity is a limited liability company duly organized and existing under the laws of the State of Minnesota.

B. The Merged Entity is a limited liability company duly organized and existing under the laws of the State of Florida.

C. The Merged Entity desires to reincorporate in the State of Minnesota, and to that end intends to merge into the Surviving Entity in accordance with the laws of the States of Minnesota and Florida.

D. For Federal income tax purposes, it is intended that the merger shall qualify as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended ("Code").

NOW, THEREFORE, the Constituent Entities shall be merged into a single entity, G. W. III, LLC, a Minnesota limited liability company, and one of the Constituent Entities, which shall continue its corporate existence and be the entity surviving the merger. The terms and conditions of this merger (the "Merger") and the manner of carrying the same into effect, are as follows:

ARTICLE I

Effective Date of the Merger

The Effective Date of the Merger shall be the close of business on December 29, 2004. Upon the Effective Date of the Merger, the separate existences of the Constituent Entities shall cease and the Constituent Entities shall be merged into the Surviving Entity, G. W. III, Inc., a Minnesota limited liability company.

ARTICLE II

Governing Laws; Articles of Organization

The Articles of Organization of the Surviving Entity shall remain in effect and are attached hereto as Exhibit "A".

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TREASURY OF STATE
TAMMASEE, FLORIDA

ARTICLE III
Operating Agreement; Registered Office

The Operating Agreement of the Surviving Entity as of the Effective Date of the Merger shall be the Operating Agreement of the Surviving Entity after the Merger. The registered office of the Surviving Entity in the State of Minnesota after the Merger shall be at its principal place of business which is located at 3051 Second Street South, Saint Cloud, Minnesota 56301.

ARTICLE IV
Governors and Managers

The governors of the Surviving Entity in office as of the date hereof shall remain the governors of the Surviving Entity at and after the Effective Date of the Merger until their respective successors shall have been duly elected and qualified. Subject to the authority of the Board of Governors as provided by law and the Restated Articles of Organization, the Operating Agreement and the Member Control Agreement of the Surviving Entity, the managers of the Surviving Entity at the Effective Date of the Merger shall become the managers of the Surviving Entity. The managers of the Merged Entity holding office on the Effective Date shall be deemed to have resigned effective as of the Effective Date.

The managers of the Surviving Entity at the Effective Date of the Merger shall be:

Gene L. Windfeldt, Chief Manager
4185 Pine Point Rd.
Saint Cloud, MN 56301

Greg Windfeldt, President
3051 Second Street South
Saint Cloud, MN 56301

ARTICLE V
Conversion of Units of Ownership in the Merger

The manner of carrying the Merger into effect, and the manner and basis of converting the units of ownership of the Constituent Entities into shares of the Surviving Entity are as follows:

5.01. Surviving Entity's Units of Ownership. The Surviving Entity's units of ownership issued at the Effective Date shall be converted as a result of the Merger into units of ownership of the Surviving Entity on a one for one basis.

5.02. Merged Entity's Units of Ownership. All of the Merged Entity's outstanding units of ownership shall be canceled as of the effective date of the merger.

ARTICLE VI
Effect of the Merger

At the Effective Date of the Merger, the Surviving Entity shall succeed to and shall possess and enjoy all the rights, privileges, immunities, powers and franchises, both of a public and private nature, of the Constituent Entities, and all property, real, personal, and mixed, including patents, trademarks, tradenames, and all debts due to either of the Constituent Entities on whatever account, for stock subscriptions as well as for all other things in action or all other rights belonging to either of said entities; and all said property, rights, privileges, immunities, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Entity as effectively as they were of the respective Constituent Entities, and the title of any real estate vested by deed or otherwise in either of said Constituent Entities shall not revert or be in any way impaired by reason of the Merger; provided, however, that all rights of creditors and all liens upon any property of either of said Constituent Entities shall be preserved unimpaired, limited in lien to the property affected by such liens prior to the Effective Date of the Merger, and all debts, liabilities, and duties of said Constituent Entities, respectively, shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted in the first instance by the Surviving Entity.

ARTICLE VII
Accounting Matters

The assets and liabilities of the Constituent Entities as of the Effective Date of the Merger shall be taken up on the books of the Surviving Entity at the amounts at which they were carried at that time on the books of the respective Constituent Entities. The surplus of the Surviving Entity after the Merger, including any surplus arising in the Merger, shall be available to be used for any lawful purposes for which surplus may be used. Accounting procedures and depreciation schedules and procedures of any Constituent Entity may be converted to those procedures and schedules selected by the Surviving Entity.

ARTICLE VIII
Filing of Plan of Merger

Upon adoption and approval of the Plan of Merger by the Boards of Governors and owners of the Constituent Entities in accordance with Section 322B.72 of the Minnesota Limited Liability Company Act, Articles of Merger shall be executed and delivered to the Secretary of State of the State of Minnesota for filing as provided by the Minnesota Limited Liability Act and a Statement of Merger shall be executed and delivered to the Secretary of State of the State of Florida for filing as provided by the Florida Limited Liability Act. The Constituent Entities shall also cause to be performed all necessary acts within the State of Minnesota and elsewhere to effectuate the Merger.

[Signature Page to Follow]

IN WITNESS WHEREOF, the undersigned has executed this Agreement on the date first above written.

G.W. II, LLC

By 

Gene L. Windfeldt
Its: Chief Manager

G.W. III, LLC

By 

Greg Windfeldt
Its: President

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA