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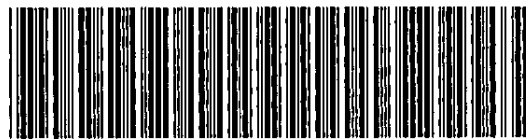
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS

JUL -3 2012

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Leibra, LLC, having the name Ila Sea, 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:

Richard L. McBride, Jr.

Contact Person

Rushton, Stakely, Johnston & Garrett, P.A.

Firm/Company

P.O. Box 270

Address

Montgomery, Alabama 36101-0270

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Richard L. McBride, Jr.

Name of Contact Person

at (334)

206-3100

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

CERTIFICATE OF MERGER
FOR THE MERGER OF

ILA SEA, LLC
WITH AND INTO
LEIBRA, LLC
HAVING THE NAME
ILA SEA, LLC

L02000021833

L02000021089

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

* * *

In accordance with section 608.438 et seq., of the *Florida Statutes* (2012), as amended, the undersigned hereby executes and delivers to the Department of State for the State of Florida the following Certificate of Merger relating to the merger of **Ila Sea, LLC**, a Florida limited liability company, with and into **Leibra, LLC**, a Florida limited liability company, with **Leibra, LLC**, being the surviving company and changing its name to **Ila Sea, LLC**:

FIRST: **Ila Sea, LLC** (the "Merging Company"), is a limited liability company organized under the laws of the State of Florida pursuant to the filing of its Articles of Organization with the Department of State for the State of Florida on August 19, 2002, with its place of business located at 615 Woodhaven Drive, Opp, Alabama 36467.

SECOND: **Leibra, LLC** (the "Surviving Company"), is a limited liability company organized under the laws for the State of Florida pursuant to the filing of its Articles of Organization with the Department of State of the State of Florida on August 19, 2002, with its place of business located at 615 Woodhaven Drive, Opp, Alabama 36467.

THIRD: The Plan and Agreement of Merger dated May 30, 2012 (the "Plan of Merger"), attached as Exhibit "A," has been approved by each of the Merging Company and the Surviving Company in accordance with the applicable provisions of the Florida Limited Liability Company Act, as amended. The Plan of Merger sets forth, inter alia, (1) the name, principal place of business, and jurisdiction of formation of the Merging Company (*viz.* Ila Sea, LLC, a Florida limited liability company, 615 Woodhaven Drive, Opp, Alabama 36467), (2) the name, principal place of business, and jurisdiction of formation of the Merging Company (*viz.* Leibra, LLC, a Florida limited liability company, 615 Woodhaven Drive, Opp, Alabama 36467), into which the Merging Company (*viz.*, Ila Sea, LLC) will be merged, (3) the business entity that will survive the merger being consummated (*viz.* Leibra, LLC), (4) the change in the name of the business entity that will survive the merger being consummated to "Ila Sea, LLC," (5) the terms of the merger, and (6) the manner and basis of converting the membership interests of the members in the Merging Company into membership interests of the Surviving Company.

FOURTH: The business entity that will survive the merger being effected hereby is Leibra, LLC, a Florida limited liability company.

FIFTH: Upon the consummation of the merger described herein, the name of the surviving business entity will be changed from "Leibra, LLC," to "Ila Sea, LLC," as if this Certificate of Merger and the Plan of Merger attached hereto were Articles of Amendment to the Surviving Company's Articles of Organization.

SIXTH: The written consent of all of the members of the Merging Company and the written consent of all of the members of the Surviving Company have been obtained pursuant to section 608.4381(2) of the *Florida Statutes* (2012), as amended.

SEVENTH: The Plan and Agreement of Merger is on file at the Surviving Company's place of business at 615 Woodhaven Drive, Opp, Alabama 36467.

EIGHTH: The Surviving Company shall furnish a copy of the Plan of Merger to any member of the Merging Company or the Surviving Company, on request and without cost.

[Signatures Follow on Next Page]

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TALLAHASSEE, FLORIDA

The parties hereto are signing this Certificate of Merger on the 31st day of May, 2012.

"MERGING COMPANY":

ILA SEA, LLC,
a Florida limited liability company

By: Charles James Sullivan
Charles James Sullivan
As a Member and its Manager

"SURVIVING COMPANY":

LEIBRA, LLC,
a Florida limited liability company

By: Charles James Sullivan
Charles James Sullivan
As a Member and its Manager

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TALLAHASSEE, FLORIDA

Exhibit A

Plan and Agreement of Merger

**PLAN AND AGREEMENT OF MERGER
OF
ILA SEA, LLC
WITH AND INTO
LEIBRA, LLC,
WITH THE NAME
ILA SEA, LLC**

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TALLAHASSEE, FLORIDA

This Plan and Agreement of Merger (the "Agreement") is dated the 30th day of May, 2012, and is between **Ila Sea, LLC**, a Florida limited liability company (the "Merging Company"), and **Leibra, LLC**, a Florida limited liability company (the "Surviving Company").

Each of the Merging Company and the Surviving Company deems it advisable that the Merging Company be merged with and into the Surviving Company under the laws of the State of Florida and that the Surviving Company change its name to "Ila Sea, LLC."

The members and the manager of each of the Merging Company and the Surviving Company have approved the merger of the Merging Company with and into the Surviving Company and the change of the Surviving Company's name to "Ila Sea, LLC," all in accordance with the provisions of section 608.438 et seq., of the *Florida Statutes* (2012), as amended.

Each of the Merging Company and the Surviving Company desires to set forth the terms upon which the merger and the name are to be consummated.

Therefore, the parties hereto hereby agree as follows:

1. Agreement to Merge. At the time and upon the terms set forth in this Agreement, the Merging Company will merge with and into the Surviving Company, with the Surviving Company resulting as the surviving entity from the merger (the "Merger") having the name "Ila Sea, LLC."

2. Name, Jurisdiction of Formation, and Place of Business of Merging Company. The name of the business entity that is merging into the surviving business entity (i.e., the "Merging Company") is Ila Sea, LLC. The Merging Company is a Florida limited liability company and its principal place of business is 615 Woodhaven Drive, Opp, Alabama 36467.

3. Name, Jurisdiction of Formation, and Place of Business of Surviving Company. The name of the business entity into which the merging business entity is merging (i.e., the "Surviving Company") is Leibra, LLC. The Surviving Company is a Florida limited liability company and its principal place of business is 615 Woodhaven Drive, Opp, Alabama 36467. Upon the consummation of the Merger, the name of the Surviving Company will change from "Leibra, LLC" to "Ila Sea, LLC."

4. Surviving Company. The business entity that will survive the merger being consummated hereby is Leibra LLC, a Florida limited liability company (referred to herein as the "Surviving Company"), and upon the Merger, that entity will have and operate under the name "Ila Sea, LLC."

5. Amendment to the Articles of Organization of the Surviving Company. The Articles of Organization of the Surviving Company, which were filed with the Department of State for the State of

Florida on August 19, 2002, having document number L02000021089, will be amended at the time and on the date of the Merger as follows:

(a) Article I of the Articles of Organization of the Surviving Company is hereby deleted in its entirety and, in lieu thereof, the following is substituted as new Article I:

"Article I

The name of the Limited Liability Company is:

Ila Sea, LLC"

6. Amendment to the Operating Agreement of the Surviving Company. The Operating Agreement of the Company is hereby amended throughout to replace the name "Leibra, LLC" with the name "Ila Sea, LLC."

7. Terms and Conditions of Merger.

(a) The Articles of Organization of the Surviving Company in effect immediately prior to the Merger, as amended hereby, will be the Articles of Organization of the Surviving Company immediately following the Merger. The Operating Agreement of the Surviving Company in effect immediately prior to the Merger, as amended hereby, will be the Operating Agreement of the Surviving Company immediately following the Merger. The Manager of the Surviving Company immediately prior to the Merger will be the Manager of the Surviving Company immediately after the Merger.

(b) The principal place of business of the Surviving Company after the Merger will continue to be located at 615 Woodhaven Drive, Opp, Alabama 36467. The Company shall maintain copies of this Agreement and the Certificate of Merger at such place and shall furnish to the members of the Merging Company and of the Surviving Company copies of the same upon request and without cost.

(c) Upon the Merger becoming effective, the existence of the Merging Company will cease, the Merging Company will be merged into the Surviving Company, and the existence of the Surviving Company will continue under the name of "Ila Sea, LLC." By operation of law, the Surviving Company shall assume all contracts, obligations and liabilities of every nature of the Merging Company and shall be vested with all rights, privileges and powers of each of the Merging Company and the Surviving Company, without the necessity of any other formal documentation. All property, real, personal, and mixed, and all debts due to either of the Merging Company or the Surviving Company, as well as all other assets, things and causes of action belonging to each of them, will be vested in the Surviving Company. The title to any real property vested by deed or otherwise in either of the Merging Company or the Surviving Company will be in the Surviving Company and will not revert or in any way be impaired by reason of the Merger.

(d) If at any time the Surviving Company deems it necessary or desirable that any further action be taken to effect the transfer of rights or title to property or assets of the Merging Company, the members and the manager of the Merging Company shall execute such documents,

make such assurances, and do all things necessary or proper to vest title in such property or rights in and to the Surviving Company.

8. Manner and Basis of Converting Interests.

(a) Immediately prior to the Merger, the ownership of the membership interests in the Merging Company was as follows:

<u>Name of Member</u>	<u>Percentage Interest</u>
Charles James Sullivan	50.0%
Leigh Anne Suber	25.0%
Susan Brannan Pass	25.0%

(b) Immediately prior to the Merger, the ownership of the membership interests in the Surviving Company was as follows:

<u>Name of Member</u>	<u>Percentage Interest</u>
Charles James Sullivan	50.0%
Leigh Anne Suber	25.0%
Susan Brannan Pass	25.0%

(c) Upon the consummation of the Merger, all of the membership interests of the Merging Company will be converted into membership interests of the Surviving Company, so that, immediately following such exchange and conversion, the membership interests of the members of the Surviving Company will be as follows:

<u>Name of Member</u>	<u>Percentage Interest</u>
Charles James Sullivan	50.0%
Leigh Anne Suber	25.0%
Susan Brannan Pass	25.0%

9. Approval of Merger. This Agreement of Merger has been approved by all of the members and the manager of the Merging Company and by all of the members and the manager of the Surviving Company. The members and the manager of the Merging Company and the members and the manager of the Surviving Company shall cause to be executed and filed the Certificate of Merger as required by law.

10. Severability. If any term of this Agreement is or becomes invalid, illegal or unenforceable in any jurisdiction for any reason, such invalidity, illegality or unenforceability will not affect the remainder of this Agreement, and the remainder of this Agreement is to be construed and enforced as if such invalid, illegal or unenforceable portion were not contained herein.

11. Amendment. This Agreement may be amended in whole or in part by an instrument in writing signed by the parties hereto.

12. Governing Law. This Agreement and the plan and agreement of merger set forth herein is to be construed in accordance with the laws of the State of Florida.

13. No Assignment. Neither this Agreement nor any rights granted hereunder may be assigned by either party hereto without the prior written consent of the other party hereto.

14. Entire Agreement; Binding Nature. This Agreement and the plan and agreement of merger set forth herein constitute the entire agreement between the parties hereto and are binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns. The parties and their representatives make no representations or warranties to each other, except as expressly contained in this Agreement, and all prior representations and statements made by any party or their representatives, whether orally or in writing, are deemed to be merged into this Agreement.

[Signatures Follow on Next Page]

The parties hereto are signing this Plan and Agreement of Merger on the date set forth in the introductory paragraph above.

"MERGING COMPANY":

ILA SEA, LLC,
a Florida limited liability company

By: 

Charles James Sullivan
As Its Manager

"SURVIVING COMPANY":

LEIBRA, LLC,
a Florida limited liability company

By: 

Charles James Sullivan
As Its Manager

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