

# L020000027150

(Requestor's Name)

(Address)

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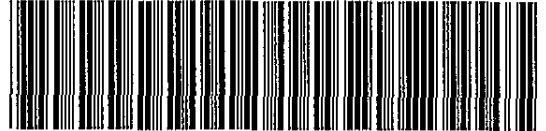
(Business Entity Name)

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TALLAHASSEE, FLORIDA

12/24

ARTICLES OF MERGER  
Merger Sheet

MERGING: -----

SUPERIOR PACKAGING OF MICHIGAN, LTD., an Ohio LLC, which is not  
qualified in Florida.

INTO

**SUPERIOR PACKAGING, LLC**, a Florida entity, L02000027150.

File date: December 24, 2002

Corporate Specialist: Buck Kohr

966 EAST BROAD STREET  
COLUMBUS, OHIO 43215  
FAX 614/221-0216  
TELEPHONE 614/228-6135  
<http://www.cplaw.com>

**CARLILE PATCHEN & MURPHY LLP**  
ATTORNEYS AT LAW

Writer's Direct Line: (614) 628-0840  
Writer's E-Mail Address: [peg@cplaw.com](mailto:peg@cplaw.com)

January 22, 2003

BY FAX TO 850.410.1015

Attention: Mr. Buck Kohr  
Florida Department of State  
Division of Corporations

Re: Articles of Merger and Plan of  
Merger for Superior Packaging,  
LLC

Dear Buck:

As we discussed, please find attached a copy of the Articles of Merger and Plan of Merger of Superior Packaging of Michigan, Ltd., an Ohio limited liability company, into Superior Packaging, LLC, a Florida limited liability company, as originally sent to your office on December 23, 2002 via FedEx overnight delivery. The front and back of our cancelled check #21580 in the amount of \$50.00 that was deposited by your agency on December 24<sup>th</sup> is also provided.

I understand that your office will accord the filing date of this merger back to December 24, 2002. I would appreciate a filing acknowledgment of this merger be returned to me as soon as possible. If you have any questions or there are any problems with this submission, please call me at 614.628.0840, and thank you for your assistance in this matter.

Very truly yours,

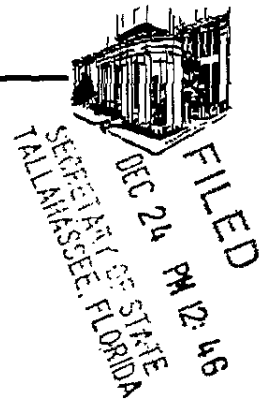
CARLILE PATCHEN & MURPHY LLP



Pam E. Geiser  
Paralegal

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cc. Mr. David S. Jackson (via e-mail, no encl.)



JAN.22.2003 11:10AM CARLILE PATCHEN

NO.150 P.1/9

**CARLILE PATCHEN & MURPHY LLP**  
ATTORNEYS AT LAW

366 EAST BROAD STREET  
COLUMBUS, OHIO 43215

TELEPHONE: (614) 228-6135  
FAX: (614) 221-0216  
<http://www.cpmilaw.com>

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**FAX TRANSMISSION COVER SHEET**

To: Mr. Buck Kohr

Date: January 22, 2003

Firm Name: Florida Department of State  
Division of Corporations

Fax No: 850-410-1015

Client No: 006767.001

cc:

No. Pages (including this page): 8

Time: 11:02 AM

From: Pam E. Geiser

Return To: blw

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## ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

| <u>Name and Street Address</u>  | <u>Jurisdiction</u> | <u>Entity Type</u>    |
|---|---------------------|-----------------------|
| 1. Superior Packaging of Michigan, Ltd.<br>c/o CPM STATUTORY AGENT CORP.<br>366 East Broad Street<br>Columbus, Ohio 43215 | Ohio                | Limited liability co. |
| Florida Document/Registration Number: Ohio Reg. No. 1329091   |                     | FEI Number: None      |
| 2. _____<br>_____<br>_____  | _____               | _____                 |
| Florida Document/Registration Number: _____   |                     | FEI Number: _____     |
| 3. _____<br>_____<br>_____  | _____               | _____                 |
| Florida Document/Registration Number: _____   |                     | FEI Number: _____     |
| 4. _____<br>_____<br>_____  | _____               | _____                 |
| Florida Document/Registration Number: _____   |                     | FEI Number: _____     |

(Attach additional sheet(s) if necessary)

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**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

| <u>Name and Street Address</u>     | <u>Jurisdiction</u> | <u>Entity Type</u>    |
|------------------------------------|---------------------|-----------------------|
| Superior Packaging, LLC            | Florida             | limited liability co. |
| 4151 Gulf Shore Blvd. North, #1403 |                     |                       |
| Naples, Florida 34103              |                     |                       |

Florida Document/Registration Number: L02000027150

FEI Number: 13-4218142

**THIRD:** The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

**FOURTH:** If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

**FIFTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

**SIXTH:** If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

**SEVENTH:** If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

**EIGHTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.



## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

| <u>Name</u>                          | <u>Jurisdiction</u> |
|--------------------------------------|---------------------|
| Superior Packaging of Michigan, Ltd. | — Ohio              |

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

| <u>Name</u>             | <u>Jurisdiction</u> |
|-------------------------|---------------------|
| Superior Packaging, LLC | — Florida           |

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

As of the effective date of the merger, the membership units of the sole member of the merging party shall be converted into an equal number of membership units of the surviving party, and the surviving party shall be deemed to be a continuation of the merged party, solely for the purpose of state and federal income taxation.

*(Attach additional sheet(s) if necessary)*

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TALLAHASSEE, FLORIDA



**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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

As of the effective date of the merger, the membership units of the sole member of the merging party shall be converted into an equal number of membership units of the surviving party, and the surviving party shall be deemed to be a continuation of the merged party, solely for the purpose of state and federal income taxation.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

There are no rights to acquire any interests in either the merged party or the surviving party.

*(Attach additional sheet(s) if necessary)*

**FIFTH:** If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows: N/A

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

**SIXTH:** If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Karen D. Dye, sole member/manager  
4151 Gulf Shore Blvd. North #1403  
Naples, Florida 34103

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TALLAHASSEE, FLORIDA

**SEVENTH:** All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

1. There shall be no change in the shares of company liabilities, profits, losses, or capital as a result of the instant merger.
2. This Plan does not conflict with or make any changes to the Articles of Organization of the surviving party.
3. Management of the surviving party is reserved to its sole member.

**EIGHTH:** Other provisions, if any, relating to the merger:

None.

*(Attach additional sheet(s) if necessary)*