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B. KOHR

MAY 30 2008

EXAMINER

IN THE CIRCUIT COURT FOR THE  
SECOND JUDICIAL CIRCUIT IN AND  
FOR LEON COUNTY, FLORIDA

Case No.: 2008 ca 1712

K2 URBANCORP LLC, a Florida  
Limited Liability Company  
Plaintiff,

vs.

J. VEREEN SMITH, as the sole member  
of 21<sup>st</sup> CENTURY TND, LLC, a Florida  
Limited Liability Company  
Defendant.

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**JUDGMENT**

This cause came before this Court for Final hearing upon proper notice and with the consent of all parties. Present at the hearing were Fincher Smith, David Wamsley and Vereen Smith. Upon the testimony of the witnesses the Court finds:

1. Plaintiff is a limited liability company organized under the laws of the State of Florida whose principal place of business is in Leon County, Florida and the owners of K2 Urbancorp, LLC unanimously consent to the entry of a judgment voiding the Certificate of Merger recorded with the Secretary of State on February 20, 2008.
  2. Defendant was the sole owner of 21<sup>st</sup> Century TND, LLC and consents to the entry of a judgment voiding the Certificate of Merger recorded with the Secretary of State on February 20, 2008.
  3. The certificate was filed in error which was not immediately realized by the parties hereto. The merger has had a severe impact on the parties' ability to refinance their properties and the parties wish to withdraw the Certificate of Merger.
  4. Since the filing of the Certificate of Merger, the company's have continued to
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conduct business separately of each other, there has been no conveyance of ownership interest from one entity to the other, and no tax returns have been filed indicating a merged entity. All owners of all the interest in the companies agree that the merger should be withdrawn.

Upon the pleadings and testimony presented, it is Ordered and Adjudged:

- A. That the Certificate of Merger attached hereto as Exhibit "A" is declared void;
- B. That K2 Urbancorp, LLC and 21<sup>st</sup> Century TND, LLC shall be returned to the corporate status in effect prior to the filing of the Certificate of Merger.
- C. That the State of Florida, Secretary of State is directed to file this Judgment in its records to reflect the corporate status of K2 Urban Corp, LLC and 21<sup>st</sup> Century TND, LLC, as separate and distinct corporate entities.
- D. Title to all property owned by 21<sup>st</sup> Century TND, LLC shall remain vested in 21<sup>st</sup> Century TND, LLC as the merger is deemed void ab initio.
- E. The Court reserves jurisdiction to grant such other and further relief as it may deem proper.

**DONE AND ORDERED** this 30 day of May, 2008 in Tallahassee, Florida



Charles A. Francis, Circuit Judge

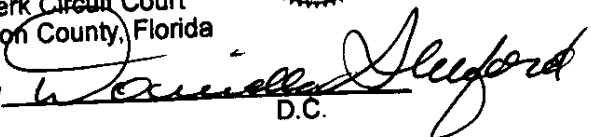
A Certified Copy  
Attest:

**Bob Inzer**

Clerk Circuit Court  
Leon County, Florida

By

D.C.



**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>
K2 URBANCORP LLC	FLORIDA	LLC
21ST CENTURY, TND, LLC	FLORIDA	LLC

W3-5829  
W5-93319

**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>
K2 URBANCORP LLC	FLORIDA	LLC

**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.

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**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

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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:
K2 URBANCORP LLC	<i>Cindy Wamsley</i>	CINDY WAMSLEY
21ST CENTURY TND, LLC	<i>Cindy Wamsley</i>	CINDY WAMSLEY

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

<b><u>Fees:</u></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><u>Certified Copy (optional):</u></b>	\$30.00
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## 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>
K2 URBANCORP LLC	FLORIDA	LLC
21ST CENTURY TND, LLC	FLORIDA	LLC

**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>
K2 URBANCORP LLC	FLORIDA	LLC

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

21st Century TND, LLC shall be merged into K2 Urbancorp LLC at which time the members of 21st Century TND shall relinquish their ownership interest and the ownership interest of the surviving entity (K2 Urbancorp LLC) shall be the same percentage interest as prior to the merger.

*(Attach additional sheet if necessary)*

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**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:

The interest, shares and obligations of the merged party  
shall be relinquished and the interests, shares and obligations  
of the surviving entity shall remain the same as prior to the merger.

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*(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:

There are no rights to acquire interests, shares, obligations,  
or other securities.

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*(Attach additional sheet if necessary)*

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**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)*

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