

12/31/2014

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P.001/008

12/31/2014

Division of Corporations

**L030000013198**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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((H14000301709 3)))



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Division of Corporations  
Fax Number : (850)617-6380

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From:

Account Name : J.KEVIN DRAKE,P.A.  
Account Number : I20020000002  
Phone : (941)954-7750  
Fax Number : (941)951-1509

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.**

Email Address: kdrake@drakelawyers.com

2014 DEC 31 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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14 DEC 31 PM 1:59

**MERGER OR SHARE EXCHANGE  
MACPHAIL FAMILY HOLDINGS, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	08
Estimated Charge	<del>\$68.75</del>

\$90.00

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12/15  
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12/31/2014 14:27

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** MACPHAIL FAMILY HOLDINGS, 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:

J. KEVIN DRAKE, ESQ.

Contact Person

J. KEVIN DRAKE, P.A.

Firm/Company

1432 FIRST STREET

Address

SARASOTA, FLORIDA 34236

City, State and Zip Code

KDRAKE@DRAKELAWYERS.COM

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

For further information concerning this matter, please call:

J. KEVIN DRAKE, ESQ.

at ( 941 ) 954-7750 X 412

Name of Contact Person

Area Code

Daytime Telephone Number

☒ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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

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P.003/008

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**Articles of Merger  
For  
Florida Limited Liability Company**

FILED  
2014 DEC 31 PM 12:45  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
STANDARD TILE CO.	OHIO	CORPORATION
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
MacPhail Family Holdings, LLC	FLORIDA	Limited liability co
_____	_____	_____

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

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**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

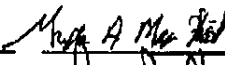
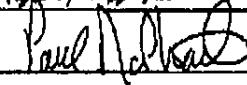
- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:
- \_\_\_\_\_
- \_\_\_\_\_
- \_\_\_\_\_

**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed 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:

JANUARY 2, 2015

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
MacPheill Family Holdings, LLC		Gordon A. MacPhail
Standard Tile Co.		Paul MacPhail
_____	_____	_____
_____	_____	_____

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 an authorized person

<b>Fees:</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>Certified Copy (optional):</b>	\$30.00

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**AGREEMENT AND PLAN OF MERGER**  
**BY AND BETWEEN**  
**MACPHAIL FAMILY HOLDINGS, LLC**  
**AND**  
**STANDARD TILE CO.**

This Agreement and Plan of Merger is entered into this 30th day of December, 2014, by and among MACPHAIL FAMILY HOLDINGS, LLC, a Florida limited liability company ("MACPHAIL FAMILY" or the "surviving entity") and STANDARD TILE CO., an Ohio corporation authorized to do business in Florida ("STANDARD TILE" or the "absorbed corporation").

**RECITALS**

A. All of the membership units of MACPHAIL FAMILY are currently held by the following Members in the following amounts:

<u>Name</u>	<u>Percentage of outstanding Units</u>
Gordon A. MacPhail	25%
Gail E. MacPhail	25%
Paul W. MacPhail	25%
Roy MacPhail	25%

B. All of the shares of stock of STANDARD TILE are currently held by the following Shareholders in the following amounts::

<u>Name</u>	<u>Percentage of outstanding Shares</u>
Gordon A. MacPhail	25%
Gail E. MacPhail	25%
Paul W. MacPhail	25%
Roy MacPhail	25%

C. The parties believe that it is in the best interests of MACPHAIL FAMILY and STANDARD TILE to merge their separate businesses.

NOW THEREFORE, in consideration of the premises, and upon the terms and conditions hereinafter set forth, the parties agree as follows:

1) Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving entity shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving entity shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the

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absorbed corporation shall be impaired by the merger.

2) Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into units of the surviving entity is as follows:

Each share of the common stock of STANDARD TILE (absorbed corporation) issued and outstanding on the effective date of the merger shall be converted into one (1) membership unit of MACPHAIL FAMILY (surviving entity), which membership units of the surviving entity shall thereupon be issued and outstanding, provided, however, that so long as the percentage of outstanding membership units among the members of the surviving entity shall not be altered, then the additional membership units shall not be issued and the number of membership units issued and the percentage of outstanding membership units as indicated above shall not be altered.

3) Changes in Articles of Organization. The articles of organization of the surviving entity shall continue to be its articles of organization following the effective date of the merger.

4) Changes in Operating Agreement. The operating agreement of the surviving entity shall continue to be its operating agreement following the effective date of the merger.

5) Members and Managers. The members and managers of the surviving entity on the effective date of the merger shall continue as the members and managers of the surviving entity for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified or as of the effective date of the merger shall be as follows:

Gordon A. MacPhail	Member/Manager
Gail E. MacPhail	Member/Manager
Paul W. MacPhail	Member/Manager
Roy MacPhail	Member/Manager

6) Prohibited Transactions. Neither of the constituent entities shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed corporation and surviving entity may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

7) Approval by Members. This plan of merger shall be submitted for the approval of the members and the stockholders of the constituent entities in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before December 31, 2014, or at such other time as to which the members and the board of directors of the constituent entities may agree.

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8) Effective Date of Merger. The effective date of this Merger shall be January 2, 2015.

9) Abandonment of Merger. This plan of merger may be abandoned by action of the managers or the board of directors of either the surviving entity or the absorbed corporation at any time prior to the effective date on the happening of either of the following events:

a) If the merger is not approved by the members or the stockholders of either the surviving entity or the absorbed corporation on or before December 31, 2014; or

b) If, in the judgment of the managers or the board of directors of either the surviving entity or the absorbed corporation, the merger would be impracticable because of the number of dissenting members or stockholders asserting appraisal rights under the laws of the State of Florida.

10) Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counter part shall constitute an original instrument.

IN WITNESS WHEREOF, the parties have executed this Agreement as of the day and year first above written.

MACPHAIL FAMILY HOLDINGS, LLC,  
a Florida limited liability company

By: Gordon A. MacPhail  
Gordon A. MacPhail, as its Managing Member

STANDARD TILE CO., an Ohio corporation  
authorized to do business in Florida

By: Paul MacPhail  
Paul MacPhail, As its President

Attest: Gordon A. MacPhail  
Gordon MacPhail, Secretary

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STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me by Gordon A. MacPhail, as Managing Member of MACPHAIL FAMILY HOLDINGS, LLC, a Florida limited liability company, who is personally known this 30th day of December, 2014, and who did take an oath, who executed the foregoing instrument, and he acknowledged before me that he executed it in the name of and for that company, affixing its company seal, and that he was duly authorized by that company to do so.



Notary Public

Print: \_\_\_\_\_

Commission No. \_\_\_\_\_

J. KEVIN DRAKE

STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me by Paul MacPhail, as President of STANDARD TILE CO., an Ohio corporation authorized to do business in Florida, who is personally known to me or who has produced \_\_\_\_\_ as identification this 30th day of December, 2014, and who did take an oath, who executed the foregoing instrument, and he acknowledged before me that he executed it in the name of and for that company, affixing its company seal, and that he was duly authorized by that company to do so..



Notary Public

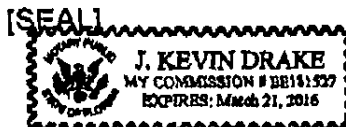
Print: \_\_\_\_\_

Commission No. \_\_\_\_\_

J. KEVIN DRAKE

STATE OF FLORIDA  
COUNTY OF SARASOTA

Sworn to and subscribed before me by Gordon MacPhail, as Secretary of STANDARD TILE CO., an Ohio corporation authorized to do business in Florida, who is personally known to me or who has produced \_\_\_\_\_ as identification this 30th day of December, 2014, and who did take an oath, who executed the foregoing instrument, and he acknowledged before me that he executed it in the name of and for that company, affixing its company seal, and that he was duly authorized by that company to do so..



Notary Public

Print: \_\_\_\_\_

Commission No. \_\_\_\_\_

J. KEVIN DRAKE

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