

L03000018575

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Name
Availability

Document

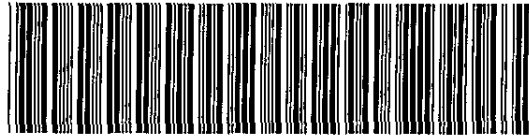
Examiner DCC

Updater Office Use Only

Updater
Verifier DCC

Acknowledgement DCC

W. P. Verifier DCC



600042232486

12/13/04--01003--011 **50.00

12/13/04
01003
011

Jeanette Bowers Weaver, PLLC

Jeanette Bowers Weaver
JD, MBA
jbw@bowerslaw.com

November 19, 2004

TRANSMITTAL

1410 Market Street
Kirkland
Washington
98033

State of Florida
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Tartec USA, LLC
L03000018575

Enclosed, please find our letter dated August 3, 2004 and the Articles of Merger and Articles of Correction to the Articles of Merger. Pursuant to my telephone conversation with Diane today, I was informed that these documents were never received by your office. We again enclose that letter, documentation and self-addressed envelope. Please file and return a conformed copy to our office.

If you have any questions, please call.

Very truly yours,

Jeanette Bowers Weaver, PLLC



Sharon Dickinson,
Assistant to Jeanette Bowers Weaver
Enclosure
cc: Alejandro Sanchez via email

www.bowerslaw.com
Telephone: 425.822.0630
Facsimile: 425.822.7197

The Law Firm
for Business Owners
& Entrepreneurs

Jeanette Bowers Weaver, PLLC

Jeanette Bowers Weaver
JD, MBA
jbw@bowerslaw.com

4/23

August 3, 2004

State of Florida
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

1410 Market Street
Kirkland
Washington
98033

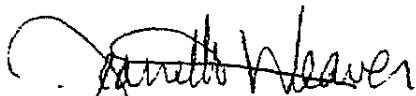
Dear Secretary of State:

Enclosed, please find the Articles of Merger for Tartec USA, LLC, a Florida limited liability company and Tartec USA, LLC, a Washington limited liability company. Attached and incorporated by reference to the Articles of Merger is the Plan of Merger and the relevant Florida statutes. Also enclosed, please find the Articles of Correction to the Articles of Merger. Both the Articles of Merger and the Articles of Correction were filed with the Secretary of State for the State of Washington. Both documents bear the file stamps of the State of Washington. Please return a conformed stamped copy of these documents to our office. The copy and the envelope for mailing are enclosed. Thank you for your assistance.

If you have any questions, please do not hesitate to contact me directly.

Very truly yours,

Jeanette Bowers Weaver, PLLC



Jeanette Bowers Weaver
JBW: sd
cc: Client
Enclosures

www.bowerslaw.com
Telephone: 425.822.0630
Facsimile: 425.822.7197

The Law Firm
for Business Owners
& Entrepreneurs

Jeanette Bowers Weaver, PLLC

Jeanette Bowers Weaver
JD, MBA
jbw@bowerslaw.com

December 6, 2004

TRANSMITTAL

1410 Market Street
Kirkland
Washington
98033

State of Florida
Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

RE: Tartec USA, LLC
Your Reference No. L03000018575

Enclosed, please find our check in the amount of \$50 for filing the Articles of Merger and Articles of Correction to the Articles of Merger. Also enclosed, you will find your letter dated December 1, 2004 advising our office that the above documents are in your pending file. Please file and return the conformed copies to our office.

If you have any questions, please call.

Very truly yours,

Jeanette Bowers Weaver, PLLC



Sharon Dickinson,
Assistant to Jeanette Bowers Weaver
Enclosure

www.bowerslaw.com
Telephone: 425.822.0630
Facsimile: 425.822.7197

The Law Firm
for Business Owners
& Entrepreneurs



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

December 1, 2004

SHARON DICKINSON
JEANETTE BOWERS WEAVER, PLLC
1410 MARKET STREET
KIRKLAND, WA 28033

SUBJECT: TARTEC USA LLC
Ref. Number: L03000018575

We have received your document for TARTEC USA LLC. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$50.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

There is a filing fee of \$25.00 for each limited liability company involved in the merger.

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) 245-6913.

Diane Cushing
Document Specialist

Letter Number: 004A00067384

FILED
SECRETARY OF STATE
SAM REED

JUNE 24, 2004

STATE OF WASHINGTON

4/2004 434546
00 Check #8065
Tracking ID: 741331
Doc No: 434546-001

ARTICLES OF CORRECTION

I. Description of Record

On April 12, 2004, Tarte USA, LLC, a Washington limited liability company and Tarte USA, LLC, a Florida limited liability company, submitted their Articles of Merger for filing with the Washington Secretary of State. Both entities are wholly owned subsidiaries of the same parent corporation, Tartessos Technologies, S.A. of Spain. The Articles of Merger require correction.

II. Incorrect Statement

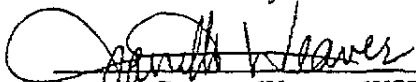
The Articles of Merger included the Plan of Merger attached thereto. The Plan of Merger should have contained a statement regarding liabilities assumed by the surviving entity. Because the Plan of Merger did not contain a statement regarding the liabilities assumed by the surviving entity, the Plan of Merger was incorrect and therefore the Articles of Merger were incorrect to the extent they incorporated by reference the Plan of Merger.

III. Correction of Incorrect Statement

To correct the above-described inaccuracy, the Secretary of State is requested to insert the following statement into the Plan of Merger attached to the Articles of Merger. This insertion should occur on page 1 of the Plan of Merger (attached to the Articles of Merger) just below the subheading "Terms and Conditions:"

Liabilities Assumed. TARTEC USA, LLC, a Washington limited liability company shall assume all rights, duties, obligations, assets and liabilities of TARTEC USA, LLC, a Florida limited liability company. Specifically, TARTEC USA, LLC, a Washington limited liability company shall assume all immigration responsibilities of, and continued employment sponsorship of, all immigration related applications, including but not limited to the existing H-1B and E-1 Visa applications for employees employed by TARTEC USA, LLC, a Florida limited liability company. Employees of TARTEC USA, LLC, a Florida limited liability company shall become the employees of TARTEC USA, LLC, a Washington limited liability company.

Dated this 23rd day of June 2004



Jeanette Bowers Weaver, WSBA #27195

Attorney for TARTEC USA, LLC, a Washington limited liability company and
TARTEC USA, LLC, a Florida limited liability company

FILED
SECRETARY OF STATE
SAM REED

APRIL 12, 2004

STATE OF WASHINGTON

ARTICLES OF MERGER

THE UNDERSIGNED hereby executes the following Articles of Merger for the purpose of merging TARTEC USA, LLC, a Florida limited liability company and TARTEC USA, LLC, a Washington limited liability company pursuant to the statutes of the State of Florida and State of Washington.

ARTICLE I

Plan of Merger

The approved and adopted Plan of Merger is attached hereto as an Exhibit, and it is incorporated by reference herein.

ARTICLE II

Approval of Plan of Merger

- (a) Approval of the Plan of Merger was required by applicable provisions of Florida Statutes Chapter 608 and the Revised Code of Washington Chapter 25.15; and
- (b) The Plan of Merger was duly approved by the sole member of each limited liability company that is a party to the merger in accordance with the applicable laws of the State of Florida and the State of Washington.

ARTICLE III

Effective Date

This merger shall be effective on the earlier of the filing of the Articles of Merger with the State of Florida or State of Washington or upon February 15, 2004.

ARTICLE IV

Surviving Entity

The surviving entity shall be TARTEC USA, LLC, a Washington limited liability company. The principal office of the surviving entity shall be at 19125 North Creek Parkway, Suite 125, Bothell, Washington 98011.

ARTICLE V

Appointment of Florida Secretary of State as Agent

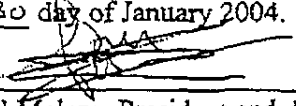
The surviving entity, TARTEC USA, LLC, a Washington limited liability company, hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of each LLC that is a party to this merger.

ARTICLE VI


Dissenting Members

The surviving entity, TARTEC USA, LLC, a Washington limited liability company, agrees to pay to the dissenting member(s) of each LLC that is a party to the merger the amount, if any, to which such dissenting members are entitled under Florida Statute 608.4384.

Dated this 30 day of January 2004.



Juan Manuel Melero, President and duly authorized representative of Tartessos Technologies, S.A., sole member of TARTEC USA, LLC, a Washington limited liability company



Juan Manuel Melero, President and duly authorized representative of Tartessos Technologies, S.A., sole member of TARTEC USA, LLC, a Florida limited liability company

EXHIBIT
PLAN OF MERGER

PLAN OF MERGER

Pursuant to Revised Code of Washington 25.15.400 and Florida Statute 608.438, TARTEC USA, LLC, a Florida limited liability company formed in 2003 and TARTEC USA, LLC, a Washington limited liability company formed in 2003, adopt this PLAN OF MERGER as more fully described, below.

Terms and Conditions

Articles of Merger. The proposed Articles of Merger are attached hereto as Exhibit A.

Manner of Converting Interests: All of the limited liability interests of TARTEC USA, LLC, a Florida limited liability company shall be converted and exchanged directly for all of the limited liability interests of TARTEC USA, LLC, a Washington limited liability company.

Surviving Entity. Following the merger, TARTEC USA, LLC, a Washington limited liability company shall be the surviving entity. TARTEC USA, LLC, a Florida limited liability company shall be dissolved following the merger and the surviving entity shall deliver Articles of Dissolution and or any other necessary documents to the Florida Department of State to complete the dissolution of TARTEC USA, LLC, a Florida limited liability company.

Effective Date. This merger shall be effective on the earlier of the filing of the Articles of Merger with the State of Florida or State of Washington or upon February 15, 2004.

Management of Surviving Entity. Management of TARTEC USA, LLC, a Washington limited liability company, is vested in its managers. The names and business addresses of the managers of TARTEC USA, LLC, as Washington limited liability company, are as follows:

Javier Romero, President
19125 North Creek Parkway, Ste 125
Bothell, WA 98011

Javier Munoz, Secretary
Miguel LaFuente, N.9
Malaga, SPAIN 29013

Juan Manuel Melero, Vice-President
Miguel LaFuente, N.9
Malaga, SPAIN 29013

Salvador Pedraza, Treasurer
Miguel LaFuente, N.9
Malaga, SPAIN 29013

Notice Waiver. Tartessos Technologies, S.A. is the sole member of both merging limited liability companies. Juan Manuel Melero, President of Tartessos Technologies, S.A. and is the duly authorized representative of Tartessos Technologies, S.A. Tartessos Technologies, S.A. acknowledges that by Juan Manuel Melero's signature upon this Plan of Merger that notice of the Plan of Merger required by Florida Statute 608.4381 is hereby waived. Tartessos Technologies, S.A. further acknowledges and waives, by

signature of its duly authorized representative below, notice information that Florida Statute 608.4381 requires to be conveyed to the member(s) of both merging limited liability companies:

- (a) The Plan of Merger is submitted for written approval without a meeting to the sole member of each of the merging limited liability companies;
- (b) If the Plan of Merger is effected, the sole member of each of the merging limited liability companies may dissent therefrom, and if the dissent is made pursuant to Florida Statute 608.4383 the dissenting member may be paid the fair market value of its interests. A copy Florida Statute 608.4383 is attached hereto as Exhibit B; and
- (c) For purpose of this merger, the fair market value of all of the limited liability interests of each limited liability company are presumed to be equal.

Signature is Approval. Tartessos Technologies, S.A. is the sole member of both merging limited liability companies. Juan Manuel Melero, President of Tartessos Technologies, S.A., is the duly authorized representative of Tartessos Technologies, S.A. Tartessos Technologies, S.A. acknowledges that by Juan Manuel Melero's signature upon this Plan of Merger that this Plan of Merger is approved on behalf of the sole member of TARTEC USA, LLC, a Florida limited liability company and the sole member of TARTEC USA, LLC, a Washington limited liability company.

Dated this 30 day of January 2004.



Juan Manuel Melero, President and duly authorized representative of Tartessos Technologies, S.A., sole member of TARTEC USA, LLC, a Washington limited liability company



Juan Manuel Melero, President and duly authorized representative of Tartessos Technologies, S.A., sole member of TARTEC USA, LLC, a Florida limited liability company

EXHIBIT A

ARTICLES OF MERGER

THE UNDERSIGNED hereby executes the following Articles of Merger for the purpose of merging TARTEC USA, LLC, a Florida limited liability company and TARTEC USA, LLC, a Washington limited liability company pursuant to the statutes of the State of Florida and State of Washington.

ARTICLE I

Plan of Merger

The approved and adopted Plan of Merger is attached hereto as an Exhibit, and it is incorporated by reference herein.

ARTICLE II

Approval of Plan of Merger

(a) Approval of the Plan of Merger was required by applicable provisions of Florida Statutes Chapter 608 and the Revised Code of Washington Chapter 25.15; and

(b) The Plan of Merger was duly approved by the sole member of each limited liability company that is a party to the merger in accordance with the applicable laws of the State of Florida and the State of Washington.

ARTICLE III

Effective Date

This merger shall be effective on the earlier of the filing of the Articles of Merger with the State of Florida or State of Washington or upon February 15, 2004.

ARTICLE IV

Surviving Entity

The surviving entity shall be TARTEC USA, LLC, a Washington limited liability company. The principal office of the surviving entity shall be at 19125 North Creek Parkway, Suite 125, Bothell, Washington 98011.

ARTICLE V

Appointment of Florida Secretary of State as Agent

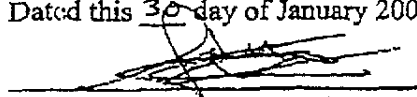
The surviving entity, TARTEC USA, LLC, a Washington limited liability company, hereby appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members of each LLC that is a party to this merger.

ARTICLE VI


Dissenting Members

The surviving entity, TARTEC USA, LLC, a Washington limited liability company, agrees to pay to the dissenting member(s) of each LLC that is a party to the merger the amount, if any, to which such dissenting members are entitled under Florida Statute 608.4384.

Dated this 30 day of January 2004.



Juan Manuel Melero, President and duly authorized representative of Tartessos Technologies, S.A., sole member of TARTEC USA, LLC, a Washington limited liability company



Juan Manuel Melero, President and duly authorized representative of Tartessos Technologies, S.A., sole member of TARTEC USA, LLC, a Florida limited liability company

05/2004 00:17 425483105

NORTHCREEK EXECUTIVE

EXHIBIT B

Select Year: **2003**The 2003 Florida StatutesTitle XXXVI
BUSINESS ORGANIZATIONSChapter 608
LIMITED LIABILITY COMPANIES[View Entire Chapter](#)**608.4384 Rights of dissenting members.--**

(1) For purposes of this section, the term:

(a) "Dissenter" means a member of a limited liability company who is a recordholder of the interests to which the dissenter seeks relief as of the date fixed for the determination of members entitled to notice of a plan of merger, who does not vote such interests in favor of the plan of merger, and who exercises the right to dissent from the plan of merger when and in the manner required by this section.

(b) "Fair value," with respect to a dissenter's interests, means the value of the interests in the limited liability company that is a party to a plan of merger as of the close of business of the day prior to the effective date of the merger to which the dissenter objects, excluding any appreciation or depreciation in anticipation of the merger, unless such exclusion would be inequitable.

(2) Each member of a limited liability company that is a party to a merger shall have the right to be paid the fair value of such member's interests as a dissenter only as provided in this section.

(3) Not later than 20 days after the date on which the notification required by s. 608.4381(3) is given to the members, or if such notification is waived in writing by the dissenter, not later than 20 days after the date of such written waiver, the dissenter shall deliver to the limited liability company a written demand for payment to the dissenter of the fair value of the interests as to which the dissenter seeks relief that states the dissenter's address, the number and class, if any, of those interests, and, at the election of the dissenter, the amount claimed by the dissenter as the fair value of the interests. The statement of fair market value by the dissenter, if any, shall constitute an offer by the dissenter to sell the interests to the limited liability company at such amount. A dissenter may dissent as to less than all the interests registered in the dissenter's name. In such event, the dissenter's rights shall be determined as if the interests as to which the dissenter has dissented and the dissenter's remaining interests were registered in the names of different members. If the interests as to which a dissenter seeks relief are represented by certificates, the dissenter shall deposit such certificates with the limited liability company simultaneously with the delivery of the written demand for payment. Upon receiving a demand for payment from a dissenter who is a recordholder of uncertificated interests, the limited liability company shall make an appropriate notation of the demand for payment in its records. The limited liability company may restrict the transfer of uncertificated interests from the date the dissenter's written demand for payment is delivered. A written demand for payment served on the limited liability company in which the dissenter is a member shall constitute service on the surviving entity.

(4) The written demand for payment required by subsection (3) shall be deemed to be delivered to the limited liability company at the earliest of:

(a) The date such written demand is received;

(b) Five days after the date such written demand is deposited in the United States mail addressed to the principal business office of the limited liability company, with postage thereon prepaid;

(c) The date shown on the return receipt, if such written demand is sent by registered or certified mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or

(d) The date such written demand is given in accordance with the provisions of the limited liability company's articles of organization or operating agreement.

(5) Unless the articles of organization or operating agreement of the limited liability company in which the dissenter is a member provides a basis or method for determining and paying the fair value of the interests as to which the dissenter seeks relief, or unless the limited liability company or the surviving entity and the dissenter have agreed in writing as to the fair value of the interests as to which the dissenter seeks relief, the dissenter, the limited liability company, or the surviving entity, within 90 days after the dissenter delivers the written demand for payment to the limited liability company, may file an action in any court of competent jurisdiction in the county in this state where the registered office of the limited liability company is located or was located when the plan of merger was approved by its members, or in the county in this state in which the principal office of the limited liability company that issued the interests is located or was located when the plan of merger was approved by its members, requesting that the fair value of the dissenter's interests be determined. The court shall also determine whether each dissenter that is a party to such proceeding, as to whom the limited liability company or the surviving entity requests the court to make such determination, is entitled to receive payment of the fair value for the dissenter's interests. Other dissenters, within the 90-day period after a dissenter delivers a written demand to the limited liability company, may join such proceeding as plaintiffs or may be joined in any such proceeding as defendants, and any two or more such proceedings may be consolidated. If the limited liability company or surviving entity commences such a proceeding, all dissenters, whether or not residents of this state, other than dissenters who have agreed in writing with the limited liability company or the surviving entity as to the fair value of the interests as to which such dissenters seek relief, shall be made parties to such action as an action against their interests. The limited liability company or the surviving entity shall serve a copy of the initial pleading in such proceeding upon each dissenter who is a party to such proceeding and who is a resident of this state in the manner provided by law for the service of a summons and complaint and upon each such dissenter who is not a resident of this state either by registered or certified mail and publication or in such matter as is permitted by law. The jurisdiction of the court in such a proceeding shall be plenary and exclusive. All dissenters who are proper parties to the proceeding are entitled to judgment against the limited liability company or the surviving entity for the amount of the fair value of their interests as to which payment is sought hereunder. The court may, if it so elects, appoint one or more persons as appraisers to receive evidence and recommend a decision on the question of fair value. The appraisers shall have such power and authority as is specified in the order of their appointment or an amendment thereof. The limited liability company shall pay each dissenter the amount found to be due the dissenter within 10 days after final determination of the proceedings. Upon payment of the judgment, the dissenter shall cease to have any interest in the interests as to which payment is sought hereunder.

(6) The judgment may, at the discretion of the court, include a fair rate of interest, to be determined by the court.

(7) The costs and expenses of any such proceeding shall be determined by the court and shall be assessed against the limited liability company or the surviving entity, but all or any part of such costs and expenses may be apportioned and assessed as the court deems

equitable against any or all of the dissenters who are parties to the proceeding, to whom the limited liability company or the surviving entity has made an offer to pay for the interests, if the court finds that the action of such dissenters in failing to accept such offer was arbitrary, vexatious, or not in good faith. Such expenses shall include reasonable compensation for, and reasonable expenses of, the appraisers, but shall exclude the fees and expenses of counsel for, and experts employed by, any party. If the fair value of the interests, as determined, materially exceeds the amount which the limited liability company or the surviving entity offered to pay therefor, the court in its discretion may award to any dissenter who is a party to the proceeding such amount as the court determines to be reasonable compensation to any attorney or expert employed by the dissenter in the proceeding.

(8) The right of a dissenter to receive fair value for and the obligation to sell such interests as to which the dissenter seeks relief, and the right of the limited liability company or the surviving entity to purchase such interests and the obligation to pay the fair value of such interests, shall terminate if:

(a) The dissenter has not complied with this section, unless the limited liability company or the surviving entity waives, in writing, such noncompliance;

(b) The limited liability company abandons the merger or is finally enjoined or prevented from carrying it out, or the members rescind their adoption or approval of the merger;

(c) The dissenter withdraws the dissenter's demand, with the consent of the limited liability company or the surviving entity; or

(d) 1. The articles of organization or the operating agreement of the limited liability company in which the dissenter was a member does not provide a basis or method for determining and paying the dissenter the fair value of the dissenter's interests.

2. The limited liability company or the surviving entity and the dissenter have not agreed upon the fair value of the dissenter's interests.

3. Neither the dissenter, the limited liability company, nor the surviving entity has filed or is joined in a complaint under subsection (5) within the 90-day period provided in subsection (5).

(9) Unless otherwise provided in the articles of organization or the operating agreement of the limited liability company in which the dissenter was a member, after the date the dissenter delivers the written demand for payment in accordance with subsection (3) until either the termination of the rights and obligations arising under subsection (3) or the purchase of the dissenter's interests by the limited liability company or the surviving entity, the dissenter shall be entitled only to payment as provided in this section and shall not be entitled to any other rights accruing from such interests, including voting or distribution rights. If the right to receive fair value is terminated other than by the purchase of the dissenter's interests by the limited liability company or the surviving entity, all rights of the dissenter as a member of the limited liability company shall be reinstated effective as of the date the dissenter delivered the written demand for payment, including the right to receive any intervening payment or other distribution with respect to the dissenter's interests in the limited liability company, or, if any such rights have expired or any such distribution other than a cash payment has been completed, in lieu thereof at the election of the surviving entity, the fair value thereof in cash as determined by the surviving entity as of the time of such expiration or completion, but without prejudice otherwise to any action or proceeding of the limited liability company that may have been taken by the limited liability company on or after the date the dissenter delivered the written demand for payment.

(10) A member who is entitled under this section to demand payment for the member's interests shall not have any right at law or in equity to challenge the validity of any merger that creates the member's entitlement to demand payment hereunder, or to have the merger set aside or rescinded, except with respect to compliance with the provisions of the limited liability company's articles of organization or operating agreement or if the merger is unlawful or fraudulent with respect to such member.

(11) Unless otherwise provided in the articles of organization or the operating agreement of the limited liability company in which the dissenter was a member, this section does not apply with respect to a plan of merger if, as of the date fixed for the determination of members entitled to notice of a plan of merger:

(a) The membership interests of the limited liability company were held of record by not fewer than 500 members; or

(b) The membership interests were registered on a national securities exchange or quoted on the National Association of Securities Dealers Automated Quotation System.

History.--s. 5, ch. 98-101; s. 34, ch. 99-7; s. 1, ch. 99-315.

Disclaimer: The information on this system is unverified. The journals or printed bills of the respective chambers should be consulted for official purposes. Copyright© 2000-2003 State of Florida. [Privacy Statement](#)