

L030000 33902

(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:

Office Use Only



300022915053

09/26/03--01058--026 **50.00

RECEIVED

03 SEP 26 PM 2:49

OFFICE OF THE CLERK OF THE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

[Handwritten signature]

FILED

03 SEP 26 PM 4:56

OFFICE OF THE CLERK OF THE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



UCC FILING & SEARCH SERVICES, INC.
526 East Park Avenue
Tallahassee, Florida 32301
(850) 681-6528

HOLD
FOR PICKUP BY
UCC SERVICES
OFFICE USE ONLY

September 26, 2003

CORPORATION NAME (S) AND DOCUMENT NUMBER (S):

Febbo Family, LLC (MI) into Febbo Family, LLC (FL)

Filing Evidence

- ☒ Plain/Confirmation Copy
- ☐ Certified Copy

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

Type of Document

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include
Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section 608.4382, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Febbo Family, LLC 26300 Northwestern Highway P. O. Box 5058 Southfield, Michigan 48086-5058	Michigan	Limited Liability Company

Michigan I.D. Number: B46047

FEI Number: 31-1671340

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>
Febbo Family, LLC 306 Springline Drive Naples, Florida 34102	Florida	Limited Liability Company

Florida Document/Registration Number: L03000033902 FEI Number: 06-1707004

THIRD: The attached Plan of Merger meets the requirements of section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the laws of the State of Michigan.

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

SIXTH: The merger shall become effective as of the date the Articles of Merger are filed with the Florida Department of State.

03-26 PM 4:56
FILED
STATE OF FLORIDA
TALLAHASSEE

SEVENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

EIGHTH: SIGNATURES FOR EACH PARTY

FEBBO FAMILY, LLC,
a Michigan limited liability company

By: 

Albert J. Febbo, Trustee of the Albert J. Febbo
Revocable Living Trust u/a/d June 3, 1993, as
amended, as Co-Manager

By: 

Helen E. Febbo, Trustee of the Helen E. Febbo
Revocable Living Trust u/a/d June 3, 1993, as
amended, as Co-Manager

FEBBO FAMILY, LLC,
a Florida limited liability company

By: 

Albert J. Febbo, Trustee of the Albert J. Febbo
Revocable Living Trust u/a/d June 3, 1993, as
amended, as Co-Manager

By: 

Helen E. Febbo, Trustee of the Helen E. Febbo
Revocable Living Trust u/a/d June 3, 1993, as
amended, as Co-Manager

FILED
03 SEP 26 PM 4:56
TALLAHASSEE, FLORIDA

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.4381, is being submitted in accordance with section 608.438, Florida Statutes.

03 SEP 26 PM 4:56
FILED
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
Febbo Family, LLC	Michigan

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

<u>Name</u>	<u>Jurisdiction</u>
Febbo Family, LLC	Florida

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

Febbo Family, LLC, a Michigan limited liability company (the "Michigan LLC"), shall be merged with and into Febbo Family, LLC, a Florida limited liability company (the "Florida LLC"). The existence of the Michigan LLC shall cease upon the Effective Date (as defined herein) of the merger in accordance with the provisions of the laws of the State of Florida. The Articles of Organization of the Florida LLC, as now in force and effect shall be the Articles of Organization of the Florida LLC, as it survives after the merger. The merger shall become effective at such time as is specified in the Articles of Merger (the "Effective Date").

The Plan of Merger herein entered into shall be submitted to all of the managers and members entitled to vote of the Michigan LLC for their approval or rejection in the manner prescribed by Michigan law and to the managers and members of the Florida LLC for their approval or rejection in the manner prescribed by the provisions of the Florida Limited Liability Company Act.

FOURTH: 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:

All membership units of the Michigan LLC shall, upon the Effective Date, be converted into an equal number of membership units in the Florida LLC, such that, after the Effective Date, each member of the Michigan LLC shall own the same number of membership units in the Florida LLC

as the number of membership units that such member owned in the Michigan LLC immediately prior to the Effective Date. There were no existing rights to acquire any interest, shares, obligations or other securities of the Michigan LLC.

FIFTH: The names and addresses of the managers are as follows:

At present, the Florida LLC is managed by its managers, as set forth below, pursuant to Florida Statutes Section 608.422:

Albert J. Febbo, Trustee of the
Albert J. Febbo Revocable Living
Trust u/a/d June 3, 1993, as
amended, as Co-Manager

Helen E. Febbo, Trustee of the
Helen E. Febbo Revocable Living
Trust u/a/d June 3, 1993, as
amended, as Co-Manager

SIXTH: The following statement is required by the laws of the State of Michigan: No changes are to be made to the Articles of Organization of the Florida LLC, which is the surviving entity.

SEVENTH: Other provisions relating to the merger:

The Florida LLC, the surviving entity, shall be governed by an operating agreement.