

L03000056607

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

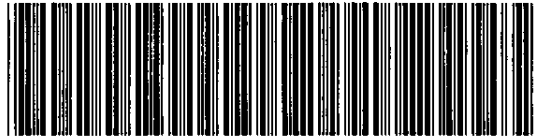
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

ME

Office Use Only



600082484316

01/08/07--01001--005 **107.50

RECEIVED
07 JAN -5 PM 2:46
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
07 JAN -5 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



UCC FILING & SEARCH SERVICES, INC.
 1574 Village Square Blvd Ste 100
 Tallahassee, Florida 32309
 (850) 681-6528 P

HOLD
 FOR PICKUP BY
 UCC SERVICES
 OFFICE USE ONLY

January 5, 2007

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

Menin Family Partnership, Ltd. into DATG, LLC

FILED
 07 JAN -5 PM 4:36
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

Filing Evidence

- ☐ Plain/Confirmation Copy
- ☒ 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

Retrieval Request

- ☐ Photocopy
- ☐ Certified Copy

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

OF

MENIN FAMILY PARTNERSHIP, LTD.

AND

DATG, LLC

It is hereby certified that:

FIRST: The constituent business entities participating in the merger herein certified are:

(i) Menin Family Partnership, Ltd., which is a limited partnership organized under the laws of the State of Florida; and

(ii) DATG, LLC, which is a limited liability company organized under the laws of the State of Florida.

SECOND: A Plan of Merger has been approved, adopted, certified, executed, and acknowledged by each of the aforesaid constituent entities in accordance with the provisions of Section 620.202 of the Florida Limited Partnership Act, to wit, by Menin Family Partnership, Ltd. and in accordance with the provisions of Section 608.4381 of the Florida Limited Liability Company Act by DATG, LLC.

THIRD: The name of the surviving limited liability company in the merger herein certified is DATG, LLC, which will continue its existence as said surviving limited liability company under its present name upon the effective date of said merger pursuant to the provisions of the Florida Limited Liability Company Act.

FOURTH: The Plan of Merger is set forth as follows:

“PLAN OF MERGER approved on January 5, 2007, by MENIN FAMILY PARTNERSHIP, LTD., a Florida limited partnership, in accordance with the provisions of Section 620.202 of the Florida Limited Partnership Act and, and approved on January 5, 2007, by DATG, LLC, a Florida limited liability company, in accordance with Section 608.4381 of the Florida Limited Liability Company Act.

1. The business entities parties hereto, Menin Family Partnership, Ltd. and DATG, LLC, shall, pursuant to the provisions of Florida Limited Liability Company Act, and the Florida Limited Partnership Act be merged with and into a single limited liability company, to wit, DATG, LLC, which shall be the surviving limited liability company upon the effective date of the merger and which is sometimes hereinafter referred to as the “surviving limited liability

A 04000000289

FILED
07 JAN -5 PM 4:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

company”, and which shall continue to exist as said surviving corporation under its present name pursuant to the provisions of the Florida Limited Liability Company Act. The separate existence of Menin Family Partnership, Ltd., which is sometimes hereinafter referred to as the “terminating limited partnership”, shall cease upon the effective date of the merger in accordance with the provisions of the Florida Limited Partnership Act.

2. The articles of organization of the surviving limited liability company as of the effective date of the merger shall be in the articles of organization of said surviving limited liability company and shall continue in full force and effect until sooner amended or changed as permitted by the provisions of the Florida Limited Liability Company Act.

3. The partnership interests in the limited partnership shall, upon the effective date of the merger, be converted into an eighty nine percent (89%) limited liability company interest in the surviving limited liability company. The interests in the surviving limited liability company outstanding immediately prior to the merger shall, immediately following the merger, equal eleven percent (11%) of the limited liability company interest of the surviving limited liability company.

4. At the effective time of the merger the surviving limited liability company shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature of each of the terminating limited partnership and the surviving limited liability company, and all property, real, personal and mixed, and all debts due on whatever account, and all other choses in action, and all and every other interest of or belonging to or due to each of the terminating limited partnership and the surviving limited liability company shall be taken and deemed to be transferred to and vested in the surviving limited liability company without further act or deed, all in accordance with the applicable provisions of Florida law, and the surviving limited liability company shall thenceforth be responsible and liable for all liabilities and obligations of each of the terminating limited partnership and the surviving limited liability company, and any action or proceeding pending by or against either of the terminating limited partnership or the surviving limited liability company may be prosecuted as if such merger had not taken place or the surviving limited liability company may be substituted in the place of the terminating limited partnership; and neither the rights of creditors nor liens upon the property of either of the terminating limited partnership or the surviving limited liability company shall be impaired by the merger, all in accordance with the applicable provisions of Florida law.

5. This Plan of Merger shall be submitted to the partners of the terminating limited partnership and the members of the surviving limited liability company for their approval or rejection in the manner prescribed by the provisions of the Florida Limited Partnership Act, the Florida Limited Liability Company Act and the provisions of the specific operating agreement and partnership agreement.

6. In the event that the Plan of Merger shall have been approved by the partners of the terminating limited partnership and the members of the surviving limited liability company in the manner prescribed by the provisions of the Florida Limited Partnership Act and Florida Limited Liability Company Act, the surviving limited liability company and the terminating

limited partnership hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

7. The members of the surviving limited liability company and the partners of the terminating limited partnership, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.”

[Signature Page to Follow]

IN WITNESS WHEREOF, the parties have executed these Articles of Merger as of the
5th day of January, 2007.

MENIN FAMILY PARTNESHIP, LTD.

By: /s/ Craig I. Menin
Name: Craig I. Menin
Title: General Partner

DATG, LLC

By: /s/ Craig I. Menin
Name: Craig I. Menin
Title: Manager