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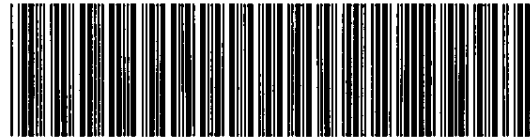
(Business Entity Name)

(Document Number)

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2014 OCT 22 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

DO R

11/4/14

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: SOUTHERN EXPOSURE MCIG, LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

Darrin R. Schutt, Esq.

Contact Person

Schutt Law Firm, P.A.

Firm/Company

12601 New Brittany Boulevard

Address

Fort Myers, Florida 33907

City, State and Zip Code

ekusztrich@aol.de

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

For further information concerning this matter, please call:

Darrin R. Schutt

Name of Contact Person

at (239) 540-7007

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

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

Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity

FILED
2014 OCT 22 PM 2:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 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>
GOLS FIRST, INC.	Florida	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>
SOUTHERN EXPOSURE MCIG, L.L.C.	Florida	Limited Liability Company

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, 605, 617, and/or 620, Florida Statutes.

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 no more than 90 days after the date this document is filed by the Florida Department of State: **Effective Date if Date of Filing.**

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:

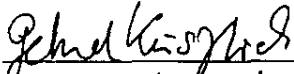

NA

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) 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 shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Southern Exposure MCIG, L.L.C.		GERTRUD, KUSZTRICH
GOLS FIRST, INC.		GERTRUD, KUSZTRICH
_____	_____	_____
_____	_____	_____

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

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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>
GOLS FIRST, INC.	Florida	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>
SOUTHERN EXPOSURE MCIG, L.L.C.	Florida	Limited Liability Company

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

The Surviving Party will assume all assets as well as all debts and obligations of the Merging Party. Additionally, because the owners of the Surviving Party and the Merging Party are identical, as is their ownership interest, there shall be no consideration paid to either party as a result of this merger nor shall there be any issuance of new membership interest by the Surviving Party to the owners of the Merging Party.

(Attach additional sheet if necessary)

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 owners of the Merging Party are identical
in name and interest to the owners/shareholders
of the Surviving Party. As such, no new membership
interest will be issued, nor will any consideration be paid
to the owners of the Merging Party. Additionally, all
shareholder loans from the Merging party, if any
shall be transferred to the books of the Surviving Party
as member loans.

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the 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:

The owners of the Merging Party are identical
in name and interest to the owners/shareholders
of the Surviving Party. As such, to the extent any
such rights exist, the owners will retain the same
rights to acquire the interest, shares, obligations
or other securities of the Surviving Party which
they had prior to the merger.

(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

The Surviving Party is not a partnership, nor are
any owners of the Surviving Party a partnership.

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Emerich Kusztrich (AMBR) - Gaertnereisiedlung 25, A-7100 Neusiedl, Austria

Gertrud Kusztrich (AMBR) - Gaertnereisiedlung 25, A-7100 Neusiedl, Austria

(Attach additional sheet if necessary)

SEVENTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

**Both the Surviving Party and the Merging Party are
Florida entities governed by Florida law.**

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

None.

(Attach additional sheet if necessary)