

L04000028755

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TALLAHASSEE, FLORIDA

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MICHELE M. BIWER
DAVID H. WEBER
JACOB R. REIS

LIEBMANN, CONWAY, OLEJNICZAK & JERRY, S.C.

A Wisconsin Service Corporation
ATTORNEYS & COUNSELORS AT LAW
231 SOUTH ADAMS STREET
GREEN BAY, WISCONSIN 54301
P.O. BOX 23200
GREEN BAY, WISCONSIN 54305-3200

TELEPHONE: 920-437-0476

FACSIMILE: 920-437-2868

ls@lcojlaw.com

www.lcojlaw.com

April 29, 2004

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

RE: Articles and Plan of Merger
The Hoffman Group Ltd. (WI) into Hoffman Group Consulting, LLC (FL)

Dear Sir/Madam:

Enclosed for filing are duplicate originals of the above-referenced Articles of Merger, with the Plan of Merger attached. The surviving entity is Hoffman Group Consulting, LLC, a Florida limited liability company. Please return one file-stamped copy to me in the enclosed envelope. A check in the amount of \$60 is enclosed for payment of the filing fee.

Should you have any questions, please contact me. Thank you.

Very truly yours,

LIEBMANN, CONWAY, OLEJNICZAK & JERRY, S.C.

By: Heather J. Triest

Heather J. Triest, Paralegal

Encs.

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TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

| <u>Name and Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|--------------------|
| 1. The Hoffman Group Ltd. 1039 W. Mason Street P.O. Box 880 Green Bay, WI 54305-0880 | Wisconsin | Profit Corporation |
| Florida Document/Registration Number: _____ | FEI Number: _____ | 39-1766268 |
| 2. _____ _____ _____ | _____ | _____ |
| Florida Document/Registration Number: _____ | FEI Number: _____ | _____ |
| 3. _____ _____ _____ | _____ | _____ |
| Florida Document/Registration Number: _____ | FEI Number: _____ | _____ |
| 4. _____ _____ _____ | _____ | _____ |
| Florida Document/Registration Number: _____ | FEI Number: _____ | _____ |

(Attach additional sheet(s) if necessary)

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> |
|--------------------------------|---------------------|--------------------|
| Hoffman Group Consulting, LLC | Florida | LLC |
| 3727 Candia Drive | | |
| Punta Gorda, FL 33950 | | |

Florida Document/Registration Number: L04000028755 FEI Number: 20-1068653

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

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

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

N/A

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

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

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

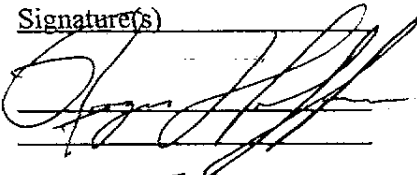
(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

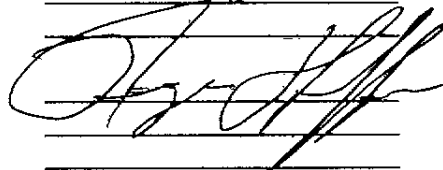
Typed or Printed Name of Individual

The Hoffman Group Ltd.



Roger Hoffman, President

Hoffman Group Consulting, LLC



Roger Hoffman, Sole Member

(Attach additional sheet(s) if necessary)

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TALLAHASSEE, FLORIDA
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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

| <u>Name</u> | <u>Jurisdiction</u> |
|------------------------|---------------------|
| The Hoffman Group Ltd. | Wisconsin |

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

| <u>Name</u> | <u>Jurisdiction</u> |
|-------------------------------|---------------------|
| Hoffman Group Consulting, LLC | Florida |

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

All of the property, rights, privileges, leases and patents of the non-survivor, The Hoffman Group Ltd., are to be transferred to and become the property of the survivor, Hoffman Group Consulting, LLC. The members, officers, and board of directors of the above-named companies are authorized to execute all deeds, assignments, and documents of every nature which may be needed to effectuate full and complete transfer of ownership. The Articles of Organization and Operating Agreement of the survivor shall govern following the merger.

(Attach additional sheet(s) 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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

For every issued share of the non-survivor, one unit of the survivor shall be issued.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The above-named companies are owned by the same sole shareholder/member, so there shall be no conversion.

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(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s) managing members are as follows:

Mgrm
Roger Hoffman
3727 Candia Drive
Punta Gorda, FL 33950

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

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EIGHTH: Other provisions, if any, relating to the merger:

N/A

(Attach additional sheet(s) if necessary)