

LO4000039568

2005 JUL 19 A 10:06

The Minnesota Group, LLC
(Requestor's Name)

(Address)

302 Vista Del Rey Dr.
(Address)

Encinitas, CA 92034
(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

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06/10/05--01020--006 **25.00



FLORIDA DEPARTMENT OF STATE
Glenda E. Hood
Secretary of State

FILED

2005 JUL 19 A 10:06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 16, 2005

THE MINNESOTA GROUP, LLC
362 VISTA DEL REY DR.
ENCINITAS, CA 92024

SUBJECT: THE MINNESOTA GROUP, LLC
Ref. Number: L04000039568

We have received your document for THE MINNESOTA GROUP, LLC and your check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following:

There is a balance due of \$25.00.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Document Specialist

Letter Number: 405A00041721

Topline Dressage, LLC
362 Vista Del Rey Drive
Encinitas, CA 92024

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

July 8, 2005

Agnes Lunt
Document Specialist
Division of Corporations
Florida Department of State
P.O. Box 6327
Tallahassee, FL 32314

RE: LLC Articles of Merger – Fees

Dear Ms. Lunt:

Pursuant to your notices of June 16, 2005 regarding fees for filing Articles of Merger for Topline Dressage, LLC and The Minnesota Group, LLC into California entities of the same names (notices number 405A00041721 and 705A00041721, copies enclosed) and disappearance of the Florida entities, enclosed please find checks for \$25 additional fees for each merger.

Should you have any further problems or questions regarding these mergers, please contact me directly at 707-566-7287. Otherwise, I assume the mergers will be completed.

Thank you.

Sincerely,



Elizabeth Clarke
Business Manager for
Topline Dressage, LLC and
The Minnesota Group, LLC

Enclosures: copies of notices and checks

ARTICLES OF MERGER

FILED

The following Articles of Merger are being submitted in accordance with section 608.4382 of the Florida Statutes.

2005 JUL 19 A 10: 01

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

Surviving Entity: The Minnesota Group, LLC
 362 Vista Del Rey Drive
 Encinitas, CA 92024

A California limited liability company,
California Secretary of State File Number 200434810221

Disappearing Entity: The Minnesota Group, LLC
 2558 Bedford Mews Drive
 Wellington, FL 33414

A Florida limited liability company,
Florida Document Number L04000039568

SECOND: The exact name, street address of the principal office, jurisdiction and entity type of the **surviving** party are as follows:

The Minnesota Group, LLC
362 Vista Del Rey Drive
Encinitas, CA 92024
A California limited liability company
California Secretary of State Number 200434810221
Federal Employer Identification Number 65-1236527

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

FOURTH: The attached Agreement and Plan of Merger was approved by The Minnesota Group, LLC, a California limited liability company, in accordance with the applicable laws of the State of California.

FIFTH: The surviving entity, The Minnesota Group, LLC, a California limited liability company with its principal offices at 362 Vista Del Rey Drive, Encinitas, California 92024 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 the rights of any dissenting member of the Florida limited liability company that is a party to the merger.

FILED

SIXTH: The surviving entity agrees to pay any dissenting members of the limited liability companies that are parties to the merger the amount, if any, to which they are entitled under Section 608.4384 of the Florida Statutes and Section 17555(g) (3) of the California Corporations Code. 2005 JUL 19 A 10: 06
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SEVENTH: As the surviving entity is a limited liability company, there will be no general partners as a result of the merger.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the articles of organization, operating agreements or any other agreements of either of the parties to the merger.

NINTH: The merger shall become effective at the earliest date the Articles of Merger are filed with the Florida Department of State and the Certificate of Merger is filed with the California Secretary of State.

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

ELEVENTH: SIGNATURES FOR EACH PARTY

The Minnesota Group, LLC,
a Florida Limited Liability
Company (disappearing entity)

The Minnesota Group, LLC
a California Limited Liability
Company (surviving entity)

BY: S m B
Susan M. Blinks, Its Manager

BY: S m B
Susan M. Blinks, Its Manager

AGREEMENT and PLAN OF MERGER

FILED

The following Agreement and Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381 and is being submitted in accordance with Section 608.438, Florida Statutes and Section 17551 of the California Corporations Code.

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CLERK OF STATE
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
The Minnesota Group, LLC	Florida (disappearing entity)
The Minnesota Group, LLC	California (surviving entity)

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

<u>Name</u>	<u>Jurisdiction</u>
The Minnesota Group, LLC	California

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

As all of the operations of the Florida limited liability company have ceased, and all business operations have been transferred to the California limited liability company, the Florida limited liability company shall be merged into the California limited liability company, and any remaining assets and liabilities of the Florida limited liability company shall become those of the California limited liability company. The California limited liability company shall be the surviving entity and the Florida limited liability company shall cease to exist after the merger.

FOURTH:

- A. The members of the Florida limited liability company are also the members of the California limited liability company. Their interests in the two limited liability companies shall be merged, and they shall be the members of the surviving entity. The assets and interests of the Florida limited liability company shall become the assets and interests of the California limited liability company. The obligations of the Florida limited liability company have become and will be honored as the obligations of the surviving California limited liability company.
- B. There are no rights to acquire interests, shares, obligations or other securities of either merged party.

FIFTH: The surviving entity is not a partnership.

SIXTH: The manager of the surviving limited liability company is Susan M. Blinks, 362 Vista Del Rey Drive, Encinitas, California 92024.

SEVENTH: Statements required by the laws of the State of California not otherwise contained in this Plan of Merger are as follows:

The laws of Florida, under which the disappearing entity is formed, do not prohibit this merger.

These Articles of Merger and Agreement and Plan of Merger have been approved and adopted by a vote of the members of the parties to the merger pursuant to the voting provisions of the Operating Agreements of both entities as indicated in the records of the parties to the merger.

No amendments to the Articles of Organization or Operating Agreement of the surviving limited liability company are necessary.

The surviving California limited liability company shall keep copies of these Articles of Merger, Agreement and Plan of Merger and Certificate of Merger in the records of the surviving limited liability company at its principal office.

As both parties to the merger approved the merger by unanimous vote, there are no dissenting interests with regard to the merger.

Neither of the parties to the merger own any real property.

EIGHTH: The California Certificate of Merger (LLC-9) shall be filed with the Secretary of State of California pursuant to California Corporations Code Section 17552 contemporaneously with these Articles of Merger and Plan of Merger being filed with the Secretary of State of Florida, and the Articles of Merger and Agreement and Plan of Merger shall serve as the Agreement of Merger referenced in the California Certificate of Merger.

Adopted as the Florida Plan of Merger and California Agreement of Merger this 22nd day of May, 2005 by:

The Minnesota Group, LLC
A Florida Limited Liability Company

The Minnesota Group, LLC
A California Limited Liability Company

BY: SMB
Susan M. Blinks, its Manager

BY: SMB
Susan M. Blinks, Its Manager

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA