

L04000054590

(Requestor's Name)

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(City/State/Zip/Phone #)

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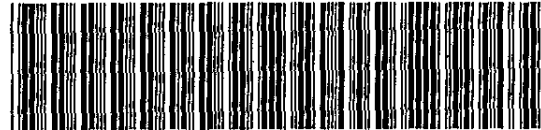
(Business Entity Name)

(Document Number)

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2004 SEP 15 PM 3:17  
OFFICE OF CORPORATIONS  
TALLAHASSEE, FLORIDA

J. BRYAN SEP 17 2004



Northern Trust Bank Building  
4001 Tamiami Trail North, Suite 330  
Naples FL 34103-3060

Telephone: (239) 263-1480  
Facsimile: (239) 649-0158  
www.SalvatoriAndWood.com

Leo J. Salvatori  
Casey K. Weidenmiller  
C. Lane Wood

September 14, 2004

*Sent via Federal Express*

Division of Corporations  
PO Box 6327  
Tallahassee FL 32314

*Re: Westkin, LC*

Gentlemen:

Enclosed for filing is the following:

1. Articles of Merger
2. Plan of Merger
3. Our firm's check in the amount of \$60.00 representing the filing fees for Westkin, LC and Westkin, Inc.

If you should have any questions, please do not hesitate to call.

Respectfully,

SALVATORI & WOOD

Nancy C. Jarvi  
Secretary to Leo J. Salvatori

/nj  
Enclosures

FILED  
2004 SEP 15 PM 3:17  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER  
OF  
WESTKIN, INC.  
AND  
WESTKIN, LC

FILED  
2004 SEP 15 PM 3:17  
CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

*Pursuant to the relevant provisions of the Florida Business Corporation Act, Westkin, Inc., a Florida Corporation, and Westkin, LC, a Florida limited liability company, jointly and severally adopt the following Articles of Merger for the purpose of merging Westkin, Inc. with and into Westkin, LC (the "Merger").*

**FIRST:** The Agreement and Plan of Merger is attached hereto as Exhibit "A."

**SECOND:** The Agreement and Plan of Merger was adopted by the unanimous written consent of all of the shareholders and directors of

- A. Westkin, Inc.;
- B. Westkin, LC

all in accordance with the Florida Business Corporation Act effective the 29<sup>th</sup> day of August, 2003.

**THIRD:** The undersigned have been delegated the requisite corporate authority to execute and file these articles on behalf of the respective corporations.

**FOURTH:** The names and jurisdiction of organization of each constituent entity to the Merger are:

**Westkin, Inc., a Florida corporation; #P02000035854**  
**Westkin, LC, a Florida limited liability company #L04000054590**

**FIFTH:** The Articles of Organization of Westkin, LC, the surviving corporation, shall be the Articles of Organization presently on file with the State of Florida.

**IN WITNESS WHEREOF**, these Articles of Merger have been executed on behalf of the parties hereto as of the 29<sup>th</sup> day of August, 2003.

WESTKIN, INC., a Florida corporation

By: \_\_\_\_\_

Gary Kansella, as President

WESTKIN, LC, a Florida limited liability company

By: \_\_\_\_\_

Gary Kansella, as Manager

**AGREEMENT AND PLAN OF MERGER  
AMONG  
WESTKIN, INC.  
AND  
WESTKIN, LC**

FILED  
2004 SEP 15 PM 3:17  
JULIA H. HARRIS, CLERK  
TALLAHASSEE, FLORIDA

*This Agreement and Plan of Merger are adopted pursuant to the relevant provisions of the Florida Business Corporation Act.*

This Agreement and Plan of Merger ("Agreement") made as of the 29th day of August, 2003 among Westkin, Inc., a Florida Corporation and Westkin, LC, a Florida limited liability company, all having their principal offices at 255 Barefoot Beach, #304, Bonita Springs FL 34134, Bonita Springs, Florida 34134.

**RECITALS**

WHEREAS, all of the Shareholders and Directors of Westkin, Inc. and Westkin, LC, have waived notice of special meetings of their respective companies as permitted by Florida law in order to review this Plan of Merger and consider whether it is in the best interest of the respective companies to consolidate operations and minimize administrative expenses in a transaction described in §368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

WHEREAS, the Board of Directors of Westkin, Inc., by unanimous written consent deem it desirable and in the best interests of Westkin, Inc. and its shareholders to enter into and approve this Agreement;

WHEREAS, the shareholders and directors of Westkin, Inc. have unanimously approved this Agreement and Plan of Merger as of the Effective Date as evidenced by their signatures to this Agreement and to the unanimous written consents filed in the minutes of Westkin;

WHEREAS, the Members of Westkin, LC by unanimous written consent deem it desirable and in the best interests of Westkin, LC and its shareholders to enter into and approve this Agreement; and

WHEREAS, the shareholders and directors of Westkin, LC have approved this Agreement and Plan of Merger by unanimous written consent as of the Effective Date as evidenced by their signatures to this Agreement and the unanimous written consent filed in the minutes of Westkin, LC;

*Now, Therefore*, in consideration of the foregoing premises and in consideration of the mutual covenants and promises of the parties hereto, Westkin, Inc., and Westkin, LC agree as follows:

1. **Merger of the Companies**. In accordance with and pursuant to the Florida Business Corporation Act, Westkin, Inc. shall be merged into Westkin, LC. The surviving company shall be Westkin, LC. The parties agree to prescribe the terms and conditions of such merger, the method of carrying it into effect, and the manner of converting the shares of Westkin, Inc. into shares or other securities of Westkin, LC as hereinafter set forth.

2. **Shares to be Exchanged for Member Interests.**

2.1 The total number of shares of all classes of stock which Westkin is authorized to issue is Ten Thousand (10,000) shares of One Dollar (\$1.00) par value Common Stock. Two Hundred (200) shares of the authorized shares are issued and outstanding. One Hundred (100) shares have been issued to

Western, as evidenced by Certificate #1 and One Hundred (100) Shares have been issued to Kinvest, evidenced by Certificate #2.

2.2 Westkin, LC will authorize Ten Thousand (10,000) Units for Member Interests.

3. **Method of Converting Shares to Member Interests.**

3.1 On the Effective Date, without any additional action on the part of the parties hereto, the holders of the issued and outstanding common stock of Westkin shall receive One Member Interest in Westkin, LC for each share of Westkin, Inc. that they presently own.

3.2 Western shall be issued a Member Interest Certificate in the Amount of One Hundred (100) units.

3.3 Kinvest shall be issued a Member Interest Certificate in the Amount of One Hundred (100) units.

3.4 The shares of Westin following an exchange shall be canceled without payment of any additional consideration.

4. **Westkin, LC to be Surviving Company.**

4.1 Westkin, Inc. shall be merged into Westkin, LC and the corporate existence of Westkin, Inc. shall cease. Westkin, LC shall become the owner, without other transfer, of all the rights and property of Westkin, Inc. subject to all debts and liabilities of Westkin, Inc. in the same manner as if Westkin, LC had itself incurred the debts and liabilities.

4.2 Westkin, Inc. shall cease business activities in Florida but shall consent to the service of process for matters related to its business activities in Florida prior to the merger.

5. **Merger Permitted Under the Laws of Florida.**

This merger is permitted under the relevant provisions of the Florida Business Corporation Act.

6. **Name of Surviving Corporation.**

6.1 The name of the surviving entity shall be Westkin, LC.

6.2 Westkin grants the continuing limited liability company the use of the name Westkin in the records of the Florida Department of State.

7. **Effective Date of Merger.**

The merger shall take effect as of the date the Articles of Merger are filed with the Secretary of State of the State of Florida, together with evidence of their adoption as required by law ("Effective Date"). A copy of the proposed Articles of Merger is attached hereto as Exhibit A.

8. **Principal Office.**

The principal office of Westkin, LC shall remain the principal office of the corporation following this merger.

9. **Status of Directors and Officers.**

The Directors of Westkin, Inc. shall resign. The continuing company, Westkin, LC will be Managed by the Members. Gary Kinsella shall be the Manager. The officers of Westkin shall remain the same:

Gary Kinsella	President/Secretary
Harry Littler	Vice President/Treasurer

10. **Dividends Prior to Merger.**

The Directors, following a review of the tax laws governing Westkin, Inc., may pay dividends to the Shareholders as advisable.

11. **Extraordinary Transactions.**

Neither corporation shall, prior to the Effective Date, engage in any activity nor transaction other than in the ordinary course of business, except as contemplated by this Agreement.

12. **Submission to Shareholders: Effective Date.**

This Agreement has been submitted to the shareholders of the corporations in the manner provided under applicable Florida law. The signatures of the undersigned shareholders of each such corporation representing a majority of the total number of shares are in favor of the adoption of this Agreement, this Agreement shall be come effective on the date set forth above.

13. **Abandonment of Merger.**

If the Board of Directors of Westkin, Inc. and/or the Members of Westkin, LC should determine, either before or after the meeting of the shareholders and members of their respective companies called to vote on the adoption or rejection of this Agreement of Merger, that for any legal, financial, economic, or business reason deemed sufficient by such Board it is not in the interest of the corporation it represents or the shareholders of such corporation, or is otherwise inadvisable or impractical to consummate the merger by directing the officers of the company to refrain from executing this Plan and Agreement of Merger, and thereupon this Agreement shall be void and of no effect.

14. **Articles of Organization.**

The Articles of Organization following the merger shall be the Articles of Organization of Westkin, LC as filed in Florida

15. **Operating Agreement.**

The present Operating Agreement of Westkin, LC, insofar as not inconsistent with this Agreement and Plan of Merger, shall be the Operating Agreement of the company following the merger until altered, amended, or repealed as therein provided.

*In Witness Whereof, the undersigned constituting all of the Directors and Shareholders of Westkin, Inc., all of the Directors and Shareholders of Western Sales and Development Company, and all of the Directors and Shareholders of Kinvest, Inc., and all of the Members of Westkin, LC, have executed this Agreement under their respective corporate seals on the day and year first above written.*

**SURVIVING COMPANY:**

WESTKIN, LC, a Florida limited liability company

By:   
Gary Kinsella

By: \_\_\_\_\_  
Harry Littler

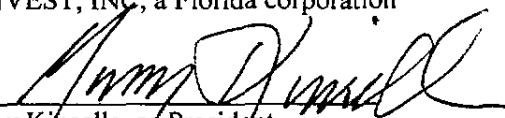
**MERGING ENTITY:**

(Corporate Seal)  
WESTKIN, INC, a Florida corporation

(Corporate Seal)  
By: WESTERN SALES AND DEVELOPMENT  
COMPANY, a Florida corporation

By: \_\_\_\_\_  
Harry Littler, as President

(Corporate Seal)  
By: KINVEST, INC, a Florida corporation

By:   
Gary Kinsella, as President

FILED  
2004 SEP 15 PM 3:17  
SOUTH FLORIDA CORPORATIONS  
TALLAHASSEE, FLORIDA

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**SURVIVING COMPANY:**

WESTKIN, LC, a Florida limited liability company

By: \_\_\_\_\_  
Gary Kinsella

By: \_\_\_\_\_  
Harry L. Litle

**MERGING ENTITY:**

(Corporate Seal)  
WESTKIN, INC, a Florida corporation

(Corporate Seal)  
By: WESTERN SALES AND DEVELOPMENT  
COMPANY, a Florida corporation

By: \_\_\_\_\_  
Harry L. Litle, as President

(Corporate Seal)  
By: KINVEST, INC, a Florida corporation

By: \_\_\_\_\_  
Gary Kinsella, as President

FILED  
2004 SEP 15 PM 3:17  
JULIUS H. ROBERTSON & ASSOCIATES, P.A.  
TALLAHASSEE, FLORIDA



ARTICLES OF MERGER  
OF  
WESTKIN, INC.  
AND  
WESTKIN, LC

FILED  
2004 SEP 15 PM 3:17  
JENNIFER L. CORPORACTIONS  
TALLAHASSEE, FLORIDA

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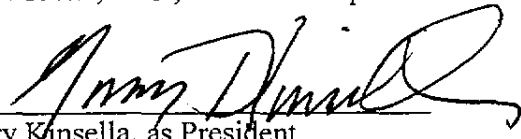
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By:   
Gary Kinsella, as President

WESTKIN, LC, a Florida limited liability company

By:   
Gary Kinsella, as Manager