

W400056137

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

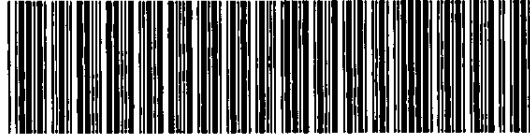
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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02/25/15--01005--021 **25.00

FILED
15 APR 13 AM 11:54
SECURITY STATE
TALLAHASSEE, FLORIDA

merge

APR 14 2015

R. WHITE

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Awaken Your Space, LLC

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Kandi Phillips

Contact Person

Awaken Your Space, LLC

Firm/Company

13634 Dogwood Dr

Address

Fayetteville, AR 72704

City, State and Zip Code

kandi@awakenyourspace.com

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

For further information concerning this matter, please call:

Kandi Phillips

at (772) 633-1178

Name of Contact Person

Area Code

Daytime Telephone Number

| Certified copy (optional) \$30.00

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 10, 2015

KANDI PHILLIPS
13634 DOGWOOD DR
FAYETTEVILLE, AR 72704

SUBJECT: AWAKEN YOUR SPACE, LLC
Ref. Number: L04000056137

We have received your document for AWAKEN YOUR SPACE, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 515A00004879

RECEIVED
15 APR 13 PM 3:58
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Limited Liability Company**

FILED
15 APR 13 AM 11:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 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>
Awaken Your Space, LLC	Florida	LLC
<u>L04000056137</u>		

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>
Awaken Your Space, LLC	Arkansas	LLC

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☒ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

Kandi Phillips

13634 Dogwood Dr

Fayetteville, AR 72704

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

December 31, 2014

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed

Name of Individual:

Awaken Your Space, LLC

Kandi Phillips

Kandi Phillips

Awaken Your Space, LLC

D. —

David Phillips

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 an authorized person

Fees: For each Limited Liability Company:

\$25.00

For each Corporation:

\$35.00

For each Limited Partnership:

\$52.50

For each General Partnership:

\$25.00

For each Other Business Entity:

\$25.00

Certified Copy (optional):

\$30.00

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is entered into by and between Awaken Your Space, a Arkansas limited liability company (LLC) (the "Parent"), and Awaken Your Space, a Florida limited liability company (LLC) (the "Subsidiary"), as of December 31, 2014.

In consideration of the mutual promises and covenants contained in this Agreement, the parties agree as follows:

1. The Merger.

1.1 Surviving Entity As soon as practicable, but in no event later than December 31, 2014, Awaken Your Space, a Florida LLC shall merge with and into Merger Sub, with Awaken Your Space, a Arkansas LLC as the surviving entity, and Awaken Your Space LLC shall file a certificate of merger substantially in the form of attached "Articles of Merger" with the Florida Department of State Division of Corporations. The Merger shall become effective December 31, 2014 (the "Effective Date").

- (a) The Subsidiary shall be merged with and into the Parent (the "Merger") in accordance with 605.1025 of the State of Florida and the 4-32-1208 of the State of Arkansas.
- (b) The Parent shall be the surviving company of the Merger (hereinafter sometimes called the "Surviving LLC").
- (c) The identity, existence, rights, privileges, powers, franchises, properties and assets of the Parent shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving LLC.
- (d) The identity and separate existence of the Subsidiary shall cease, and all of the rights, privileges, powers, franchises, properties and assets of the Subsidiary shall be vested in the Surviving LLC.

1.2 Operating Agreement, Members, Manager and Officers From and after the Effective Date until amended as provided by law, the Operating Agreement of the Parent shall be the Operating Agreement of the Subsidiary LLC, and the manager(s) and any officers of the Parent in office immediately prior to the Effective Date shall become the manager(s) and officers of the Surviving LLC as of the Effective Date.

1.3 Membership Interest Conversion At the Effective Date each membership interest in the Subsidiary outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any additional action on the part of the Subsidiary of the Parent, (be canceled) (be exchanged) for a membership interest in the LLC as set forth on Schedule A hereto; and all of the membership interest in the Surviving LLC following the Merger.

2. General

2.1 Condition to the Merger The Merger shall have been duly authorized by both the Parent and Subsidiary prior to the filing of the Certificate of Merger with the Secretary of the State of Florida effecting the Merger.

2.2 Termination This agreement may be terminated and abandoned at any time before the Effective Date, whether before or after adoption and approval of this Agreement, by the consent of either the Governing Body of the Parent or the Governing Body of the Subsidiary. In the event of such termination and abandonment this Agreement shall forthwith become void and neither party nor its respective officers, managers or members shall have any liability hereunder.

2.3 Counterparts This Agreement may be in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one instrument.

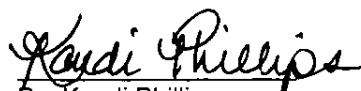
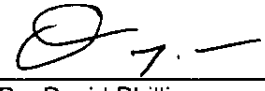
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AGREEMENT AND PLAN OF MERGER

IN WITNESS WHEREOF, the undersigned have duly executed this Agreement and Plan of Merger as of the date first written above.

PARENT:

Awaken Your Space, LLC – Arkansas

	
By: Kandi Phillips	By: David Phillips
Title: President	Title: Vice President

SUBSIDIARY:

Awaken Your Space, LLC – Florida

	
By: Kandi Phillips	By: David Phillips
Title: President	Title: Vice President

AGREEMENT AND PLAN OF MERGER

MEMBERSHIP INTEREST CONVERSION – Schedule A

MEMBER	INTEREST IN SUBSIDIARY	RESULTING INTEREST IN PARENT
Kandi Phillips	51%	90%
David Phillips	49%	10%