

W04 000066306

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900137613189

11/06/08--01026--005 **30.00

11/06/08--01026--004 **50.00

FILED
2008 NOV -6 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

NOV - 7 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Stump Pass-Eat, LLC

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

Please return all correspondence concerning this matter to:

John L. Wideikis, Esq.
McKinley, Ittersagen, Gunderson,
Berntsson, Waksler & Wideikis, LLP
18401 Murdock Circle, Suite C
Port Charlotte, Florida 33948-1088

For information concerning this matter, please call John L. Wideikis at 941-627-1000.



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 NOV -6 AM 10:48

FILED

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

2008 NOV - 6 AM 10:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with §608.4382, 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>
Lindsey Marine Holdings, L.L.C.	Florida	Limited Liability Company

LO4-70444

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>
Stump Pass-Eat, LLC	Florida	Limited Liability Company

LO4-66304

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, 608, 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 nor more than 90 days after the date this document is filed by the Florida Department of State: N/A.

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:

N/A

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under §608.4351 - 608.43595, Florida Statutes.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of §48 181, Florida Statutes, are as follows:

Street Address: N/A

Mailing Address: N/A

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under §608.4351 - 608.43595, Florida Statutes.

NINTH: Signatures for Each Party:

Name of Entity/Organization:

Signature:

Typed or Printed Name
of Individual:

Stump Pass-Eat, LLC

Betty S. Lindsey

Betty S. Lindsey

Lindsey Marine Holdings, L.L.C.

Betty S. Lindsey

Betty S. Lindsey

Corporations:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

General partnerships:

Signature of a general partner of authorized person

Florida Limited Partnerships:

Signatures of all general partners

Non-Florida Limited Partnerships:

Signature of a general partner

Limited Liability Company:

Signature of a member or authorized representative

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

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>
Lindsey Marine Holdings, L.L.C.	Florida	Limited Liability Company

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>
Stump Pass-Eat, LLC	Florida	Limited Liability Company

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

The merging party shall merge into the surviving party for consideration already paid and acknowledged in hand received.

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 case or other property is as follows:

The members of the merging party are identical to the members of the surviving party, and therefore, each member of the surviving party shall have its interest merged into the interests each such party held in the merging party, and the resulting ownership interests of each member of the surviving party shall be as set forth in the Operating Agreement of the surviving party.

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into 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 members of the merging party are identical to the members of the surviving party, and therefore, each member shall have the identical rights to acquire interests in the surviving party as it did in the merging party through a right of first refusal as set forth in the surviving party's Operating Agreement, if any.

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

N/A

SIXTH: Other provisions, if any, relating to the merger are as follows:

N/A

P:\documents\John\corporate\LLCS\2008\Merger\Stump Pass-Eat, LLC - Lindsey Marine Holdings, L.L.C\cert of merger and plan of merger 9-25-08 (Lindsey Marine)

2008 NOV -6 AM 10:48
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED