

604000074214

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

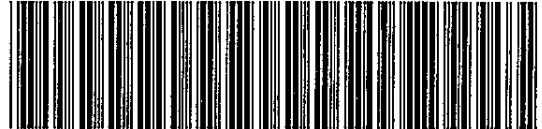
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



900057780079

08/02/05--01023--001 **25.00

07/24/05--01003--002 **52.50

2005 AUG 23 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

604-74214
JL

EFFECTIVE DATE

9-1-05



FLORIDA DEPARTMENT OF STATE

Glenda E. Hood
Secretary of State

August 4, 2005

CHRISTOPHER NORMAN
HINES NORMAN HINES, P.L.
315 S. HYDE PARK AVENUE
TAMPA, FL 33606

SUBJECT: SEVEN P, LLC
Ref. Number: L04000074214

We have received your document for SEVEN P, LLC and check(s) totaling \$25.00 of which \$ has been designated to file this document. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

There is an additional amount of \$52.50 due. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	No Charge

The effective day must be specific and cannot be prior to the date of 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) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 505A000503

2005 AUG 23 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

HINES NORMAN HINES, P.L.

ATTORNEYS AT LAW

JAMES P. HINES,
RANDY MILLER
CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
ROBERT D. HINES
JUDY KARNIEWICZ
JAY BONNETT

315 S. Hyde Park Avenue
Tampa, Florida 33606
(813) 251-8659
Fax (813) 254-6153

OFFICES IN:

TAMPA
SUN CITY CENTER
LAND O'LAKE
PLANT CITY

July 28, 2005

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

Re: Merger between Seven P Limited
and Seven P, LLC

Dear Sir or Madam:

Enclosed please find an original and one copy of each of the following documents:

1. Articles of Merger regarding merger of Seven P Limited into Seven P, LLC
2. Plan of Merger between Seven P Limited into Seven P, LLC

We have enclosed a check in the amount of \$25.00 to cover the filing fee for the aforesaid merger. Please file the original Articles of Merger and Plan of Merger in your records and return to us for our records the enclosed copies with the appropriate filing stamp. **Please note the documents must be filed in the order listed above. Please further note the effective date of the merger is August 1, 2005, at 12:01 a.m.**

We appreciate your assistance in this matter. If you have any questions or comments, please contact us.

Very truly yours,



Christopher H. Norman

CHN:jcr
Enclosures

FILED
2005 AUG 23 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

HINES NORMAN HINES, P.L.

ATTORNEYS AT LAW

**JAMES P. HINES
RANDY MILLER
CHRISTOPHER H. NORMAN
JAMES P. HINES, JR.
ROBERT D. HINES
JUDY KARNEWICZ
JAY BONNETT**

315 S. Hyde Park Avenue
Tampa, Florida 33606
(813) 251-8659
Fax (813) 254-6153
www.hnh-law.com

OFFICES IN:

**TAMPA
SUN CITY CENTER**

August 19, 2005

Florida Department of State
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Merger between Seven P Limited
and Seven P, LLC
Ref. Number: L04000074214

Dear Sir or Madam:

Enclosed please find a revised original and one copy of each of the following documents as requested by your correspondence dated August 4, 2005 (copy enclosed):

1. Articles of Merger regarding merger of Seven P Limited into Seven P, LLC
2. Plan of Merger between Seven P Limited into Seven P, LLC

We previously forwarded to you a check in the amount of \$25.00; we have enclosed a check in the amount of in the amount of \$52.50 to cover the remaining filing fees for the aforesaid merger. Please file the original Articles of Merger and Plan of Merger in your records and return to us for our records the enclosed copies with the appropriate filing stamp. **Please note the documents must be filed in the order listed above. Please further note the effective date of the merger is September 1, 2005, at 12:01 a.m.**

We appreciate your assistance in this matter. If you have any questions or comments, please contact us.

Very truly yours,



Christopher H. Norman

CHN:jcr
Enclosures

FILED
2005 AUG 23 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

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

1. The exact name, street address of its principal office, jurisdiction, and entity type for the **merging** entity are as follows:

Seven P Limited
19803 Independence Road
Lebanon, Missouri 65536
Limited partnership formed in Missouri
Missouri Document Number: LP0009073
FEI Number: 58-2369495

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

Seven P, LLC
4510 Rolling Green Lane
Tampa, Florida 33624
Limited liability company formed in Florida
Florida Document Number: L04000074214
FEI Number: 20-2688237

3. The attached Plan of Merger meets the requirements of section 608.438, 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.

4. The attached Plan of Merger was approved by the other business entity that is party to the merger in accordance with the respective laws of all applicable jurisdictions.

5. 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.

6. 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.

7. 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.

8. The merger shall become effective as of 12:01 a.m. on September 1, 2005.

FILED
2005 JUN 23 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE DATE
9-1-05

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

IN WITNESS WHEREOF, these Articles of Merger have been executed on behalf of Seven P Limited and Seven P, LLC by their respective authorized parties, on the date or dates set forth below.

Seven P Limited, a Missouri limited partnership

By: Donald L. Plagge
Donald L. Plagge, as Trustee of the Donald
L. Plagge Revocable Trust u/a/d April 30, 1991,
as General Partner

Date: 5/9/05

By: Dawnett L. Plagge
Dawnett L. Plagge, as Trustee of the Bernice
L. Plagge Family Trust, as General Partner

Date: 5/9/05

By: Robert D. Plagge
Robert D. Plagge, as Trustee of the Bernice
L. Plagge Family Trust, as General Partner

Date: 5/16/05

Seven P, LLC, a Florida limited liability company

By: Donald L. Plagge
Donald L. Plagge, as its Manager

Date: 5/9/05

2005 AUG 23 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PLAN OF MERGER

THIS PLAN OF MERGER ("the Plan") is made and entered into to be effective as of September 1, 2005, by and among Seven P, LLC ("Company"), a Florida limited liability company, and Seven P Limited ("Partnership"), a Missouri limited partnership, and is being submitted in accordance with section 608.438, Florida Statutes, and sections 347.700 to 347.735, Missouri Revised Statutes.

STIPULATIONS

A. Company is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 4510 Rolling Green Lane, Tampa, Florida 33624.

B. Company has authorized ten thousand (10,000) membership units and has issued three thousand three hundred three (3,303) membership units to Donald L. Plagge, as Trustee of the Donald L. Plagge Revocable Trust u/a/d April 30, 1991, one thousand five hundred ninety-six (1,596) membership units to Dawnett L. Plagge and Robert D. Plagge, as Trustees of the Bernice L. Plagge Family Trust, and one hundred one (101) membership units to Dawnett L. Plagge.

C. Company is a manager managed limited liability company; Donald L. Plagge is the manager.

D. Partnership is organized and existing under the laws of the State of Missouri, with its principal office at 19803 Independence Road, Lebanon, Missouri 65536.

E. Donald L. Plagge, as Trustee of the Donald L. Plagge Revocable Trust u/a/d April 30, 1991 owns three thousand three hundred three (3,303) partnership units of Partnership; Dawnett L. Plagge and Robert D. Plagge, as Trustees of the Bernice L. Plagge Family Trust own one thousand five hundred ninety-six (1,596) partnership units of Partnership; and Dawnett L. Plagge owns one hundred one (101) partnership units of Partnership.

BACKGROUND INFORMATION

The Manager and Members of Company, and all of the General and Limited Partners of Partnership, by unanimous consent, have determined that it is advisable and to the advantage of each such business entity and its respective Members and Partners that Partnership be merged into Company, at the conclusion of which Company shall remain as the surviving entity and the existence of Partnership shall terminate. In furtherance thereof, the Manager and Members of Company and the General and Limited Partners of the Partnership, have approved and adopted the terms of the Plan. The Manager of Company has recommended the adoption of the Plan, and its underlying transactions, to the Members of Company. The General Partners of Partnership have recommended the adoption of the Plan, and its underlying transactions to the Limited Partners of Partnership. The Members of Company, and Limited Partners of Partnership, have approved the Plan, subject to the fulfillment of the conditions set forth herein. Accordingly, the merger shall be effected as follows:

FILED
2005 SEP 23 AM 9:49
CLERK OF STATE
TALLAHASSEE, FLORIDA

OPERATIVE PROVISIONS

1. **Merger.** In accordance with applicable provisions of the Florida Limited Liability Company Act, at the Effective Date (as defined under Paragraph 8), Partnership shall be merged with and into Company (the "Merger"), and Company shall constitute the surviving entity of such Merger. The separate existence of Partnership shall cease and Company shall continue its existence pursuant to the laws of Florida.
2. **Closing Date.** Assuming all of the conditions stated in the Plan are satisfied, a closing (the "Closing") shall take place at the offices of Hines Norman Hines, P. L., at 315 S. Hyde Park Avenue, Tampa, Florida 33606, no later than August 31, 2005 (the "Closing Date").
3. **Terms and Conditions.** On the Effective Date, the separate existence of Partnership shall cease, and Company shall succeed to all the rights, privileges, immunities, powers, franchises, real property, personal property, and mixed property of Partnership without the necessity for any separate transfer. Company shall thereafter be responsible and liable for all liabilities and obligations of Partnership, and neither the rights of any creditors nor any liens on the property of Partnership shall be impaired by the Merger.
4. **Conversion of the Interests.** At Closing, Company shall issue one (1) membership unit to each Member in exchange for each partnership unit in Partnership. Upon receipt of Company's membership units by each Member, the partnership units of each Partner shall be cancelled.
5. **Articles of Organization.** The Articles of Organization of the surviving entity, namely Company, shall continue to be its Articles of Organization following the effective date of the Merger.
6. **Manager.** The manager of the surviving entity, namely Company, shall continue to be its Manager for the full, unexpired term of his respective office and until his successor has been duly elected and qualified. The Manager of Company and his address is:

Donald L. Plagge
4510 Rolling Green Lane
Tampa, Florida 33624

7. **Approval by the Members and Partners** The Plan shall reflect the approval of the respective managers and members of Company, and the respective general and limited partners of Partnership, upon the execution of the Plan by such parties. On behalf of Company and Partnership, such parties certify that the merger of Partnership into Company has been authorized and approved in accordance with the Florida Statutes and the Missouri Revised Statutes.
8. **Effective Date.** The Effective Date of the Merger shall be 12:01 a.m., on September 1, 2005.

2005 AUG 29 AM 9:49
FILED
STATE OF FLORIDA
TALLAHASSEE

9. **Missouri Law Requirements.** In addition to the statements above, Missouri law requires the following statement: No change is desired to the organizational documents of the surviving entity.

10. **Miscellaneous Provisions**

(a) **Severability.** Every provision of the Plan is intended to be severable. If any term or provision hereof is illegal or invalid for any reason whatever, such illegality or invalidity shall not affect the validity of the remainder of the Plan.

(b) **Headings.** The headings of the Plan are inserted for convenience and identification only, and are in no way intended to describe, interpret, define or limit the scope, extent or intent hereof.

(c) **Application of Florida Law.** The Plan, and the application or interpretation thereof, shall be governed exclusively by its terms and by the laws of the State of Florida.

IN WITNESS WHEREOF, the parties hereto have executed the Plan to be effective for all purposes as of the Effective Date.

SEVEN P, LLC,
a Florida limited liability company

By: _____

Donald L. Plagge
Donald L. Plagge, as its Manager

Donald L. Plagge
Donald L. Plagge, as Trustee of the Donald
L. Plagge Revocable Trust u/a/d April 30, 1991,
as Member

Dawnett L. Plagge
Dawnett L. Plagge, as Trustee of the Bernice
L. Plagge Family Trust, as Member

Robert D. Plagge
Robert D. Plagge, as Trustee of the Bernice
L. Plagge Family Trust, as Member

Dawnett L. Plagge
Dawnett L. Plagge, as Member

2005 AUG 23 AM 9:49
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SEVEN P LIMITED,

a Missouri limited partnership

By: Donald L. Plagge
Donald L. Plagge, as Trustee of the Donald
L. Plagge Revocable Trust u/a/d April 30, 1991,
as General Partner

By: Dawnett L. Plagge
Dawnett L. Plagge, as Trustee of the Bernice
L. Plagge Family Trust, as General Partner

By: Robert D. Plagge
Robert D. Plagge, as Trustee of the Bernice
L. Plagge Family Trust, as General Partner

By: Dawnett L. Plagge
Dawnett L. Plagge, as Limited Partner

FILED

2005 AUG 23 AM 9:49

SECRETARY OF STATE
TALLAHASSEE, FLORIDA