

W04000081914

Florida Department of State
Division of Corporations
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Merger

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DIVISION OF CORPORATIONS

MERGER OR SHARE EXCHANGE

VATTER INVESTMENT LLC

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ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. VATTER INVESTMENT, INC. 4902 Tamiami Trail North Naples, FL 34103	Florida	Corporation
Florida Document/Registration Number: F97000065921		FBI Number: 59-3465396
2. VATTER INVESTMENT LLC 4902 Tamiami Trail North Naples, FL 34103	Florida	Limited Liability Company
Florida Document/Registration Number: L040000081914		FBI Number: 20-2917341
3.		
Florida Document/Registration Number:		FBI Number:
4.		
Florida Document/Registration Number:		FBI Number:

(Attach additional sheet(s) if necessary)

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>VATTER INVESTMENT LLC</u> <u>4901 Tamiami Trail North</u> <u>Naples, FL 34103</u>	<u>Florida</u>	<u>Limited Liability</u> <u>Company</u>
Florida Document/Registration Number: <u>L04000081914</u>		FBI Number: <u>20-1917341</u>

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, 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.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: 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.

SIXTH: 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.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: 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.

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
VATTE INVESTMENT, INC.	Florida
VATTE INVESTMENT LLC	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
VATTE INVESTMENT LLC	Florida

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

See Exhibit "A" attached hereto

(Attach additional sheet(s) if necessary)

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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

See Exhibit "A" attached hereto

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

See Exhibit "A" attached hereto

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

Dwergen Vetter, Managing Member
4901 Tamiami Trail North
Naples, FL 34103

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

PLAN OF MERGER approved on April 26, 2005 by Vatter Investment LLC ("Vatter LLC"), a limited liability company organized under the laws of the State of Florida, and by resolution adopted by its Members on said date, and approved on April 26, 2005 by Vatter Investment, Inc. ("Vatter, Inc."), a business corporation organized under the laws of the State of Florida, and by resolution adopted by its Board of Directors on said date.

1. Vatter LLC and Vatter, Inc. shall, pursuant to the provisions of the Florida Limited Liability Company Act and the provisions of the Florida Business Corporation Act, be merged with and into a single limited liability company, to wit, Vatter LLC, which shall be the surviving limited liability company upon the effective date of the merger and which is sometimes hereinafter referred to as the "surviving company", and which shall continue to exist as said surviving company under its present name pursuant to the provisions of the laws of the jurisdiction of its organization. The separate existence of Vatter, Inc., which is sometimes hereinafter referred to as the "non-surviving corporation", shall cease at the effective time and date of the merger set forth hereinbelow in accordance with the provisions of the Florida Business Corporation Act.

2. The Articles of Organization of Vatter LLC at the effective date of the merger in the jurisdiction of its organization shall be the Articles of Organization of said surviving company, and said Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the jurisdiction of organization of the surviving company.

3. The Operating Agreement of Vatter LLC at the effective time and date of the merger in the jurisdiction of its organization will be the Operating Agreement of said surviving company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the jurisdiction of its organization.

4. The Members and officers in office of Vatter LLC at the effective time and date of the merger in the jurisdiction of its organization shall be the members and the officers of the surviving company, all of whom shall hold their offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Operating Agreement of the surviving company.

5. Each issued share of the non-surviving corporation immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be cancelled and extinguished. The membership interests of the surviving company shall not be converted or exchanged in any manner, but each said interest which is issued at the effective date of the merger shall continue to represent one membership interest of the surviving company.

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6. The Plan of Merger herein made and approved shall be submitted to the shareholders of the non-surviving corporation for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act, and the merger of the non-surviving corporation with and into the surviving company shall be authorized in the manner prescribed by the laws of the jurisdiction of organization of the surviving company.

7. In the event that the Plan of Merger shall have been approved by the shareholders entitled to vote of the non-surviving corporation in the manner prescribed by the provisions of the Florida Business Corporation Act, and in the event that the merger of the non-surviving corporation with and into the surviving company shall have been duly authorized in compliance with the laws of the jurisdiction of organization of the surviving company, the non-surviving corporation and the surviving company hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida, and that they will cause to be performed all necessary acts therein and elsewhere to effectuate the merger.

8. The Board of Directors and the proper officers of the non-surviving corporation and the Members and the proper officers of the surviving company, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

9. The effective date of the Plan of Merger shall be April 29, 2005.

[SIGNATURE PAGE FOLLOWS]

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VATTER INVESTMENT, INC.,

By 

Title: Vice President

VATTER INVESTMENT LLC

By 

Title: Authorized Representative of
Member

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