

L04000082365

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

(Business Entity Name)

(Document Number)

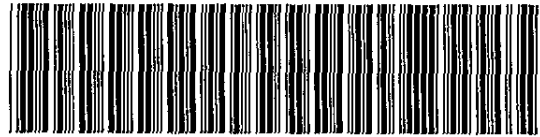
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12/22/04--01028--006 **60.00

EFFECTIVE DATE
12/31/04

RECEIVED
TALLAHASSEE, FLORIDA

04 DEC 22 AM 9:34

FILED

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TALLAHASSEE, FLORIDA

04 DEC 22 PM 10:52

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Sumtate Research
Requester's Name

Address

City/State/Zip

Phone #

EFFECTIVE DATE
12/31/07

FILED
04 DEC 22 AM 9:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(056 5454)

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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. Aces, Inc
(Corporation Name) (Document #)
2. +
(Corporation Name) (Document #)
3. Aces, LLC
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in ☐ Pick up time ☐ Certified Copy
☐ Mail out ☐ Will wait ☒ Photocopy ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
☐ Not for Profit
☐ Limited Liability
☐ Domestication
☐ Other

AMENDMENTS

- ☐ Amendment
☐ Resignation of R.A., Officer/Director
☐ Change of Registered Agent
☐ Dissolution/Withdrawal
☒ Merger

OTHER FILINGS

- ☐ Annual Report
☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
☐ Limited Partnership
☐ Reinstatement
☐ Trademark
☐ Other

Examiner's Initials

Provisions For Plan of Merger

Terms and Conditions. On the effective date of the merger, the separate existence of the absorbed corporation shall cease, and the surviving limited liability company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed corporation, without the necessity for any separate transfer. The surviving limited liability company shall thereafter be responsible and liable for all liabilities and obligations of the absorbed corporation, and neither the rights of creditors nor any liens on the property of the absorbed corporation shall be impaired by the merger.

Conversion of Shares. The manner and basis of converting the shares of the absorbed corporation into shares of the surviving limited liability company is as follows: one share per one membership unit.

(a) Each share of the common stock of the absorbed corporation issued and outstanding on the effective date of the merger shall be converted into one membership unit of surviving Limited liability company, which shares of membership units of the surviving limited liability company shall thereupon be issued and outstanding. the merger.

(b) The conversion shall be effected as follows: On the effective date of the merger, each holder of certificates for shares of common stock in the absorbed corporation shall surrender them to the surviving limited liability company or its duly appointed agent, in such manner as the surviving limited liability company shall legally require. On receipt of such share certificates, the surviving limited liability company shall issue and exchange therefor membership units representing the number of units to which such holder is entitled as provided above.

Changes in Articles of Organization. The articles of organization of the surviving limited liability company shall continue to be its articles of organization following the effective date of the merger.

Changes in Operating agreement: The operating agreement of the surviving limited liability company shall continue to be its operating agreement following the effective date of the merger.

Members. The members of the surviving limited liability company on the effective date of the merger shall continue as the members of the surviving limited liability company for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

Prohibited Transactions. Neither of the constituent entities shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business and take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

Approval by shareholders and members. This plan of merger shall be submitted for the approval of the shareholders or members of the constituent entities in the manner provided by the applicable laws of the State of Florida.

Effective Date of Merger. The effective date of this merger shall be the date stated on the articles of merger.

Abandonment of Merger. This plan of merger may be abandoned by action of the shareholders or members of either the surviving or the absorbed entities at any time prior to the effective date.

Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.