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MERGER OR SHARE EXCHANGE

HANK'S WAY, 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. <u>Hank's Way, LLC</u>	<u>Wisconsin</u>	<u>limited liability</u>
<u>2402 North 118th Street</u>		<u>company</u>
<u>Wauwatosa, WI 53226</u>		

Florida Document/Registration Number: N/A FEI Number: _____

2. <u>Hank's Way, LLC</u>	<u>Florida</u>	<u>limited liability</u>
<u>3205 Crayton Road</u>		<u>company</u>
<u>Naples, FL 34103</u>		

Florida Document/Registration Number: 104000088623 FEI Number: _____

3. _____

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(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>Hank's Way, LLC</u>	<u>Florida</u>	<u>limited liability</u>
<u>3205 Crayton Road</u>		<u>company</u>
<u>Naples, FL 34103</u>		

Florida Document/Registration Number: L04000088623

FEI Number: _____

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.

AGREEMENT AND PLAN OF MERGER OF
HANK'S WAY, LLC, A WISCONSIN LIMITED LIABILITY COMPANY,
WITH AND INTO
HANK'S WAY, LLC, A FLORIDA LIMITED LIABILITY COMPANY

THIS AGREEMENT AND PLAN OF MERGER, dated this 10 day of December, 2004, is made and entered into by and between HANK'S WAY, LLC, a Wisconsin limited liability company (sometimes referred to herein as "Hank's Wisconsin"), and HANK'S WAY, LLC, a Florida limited liability company (sometimes referred to herein as "Hank's Florida" or the "Surviving Company" and together with Hank's Wisconsin, the "Merging Companies"):

RECITALS

A. The name and jurisdiction of each of the Merging Companies are as follows:

<u>Name</u>	<u>Jurisdiction</u>
Hank's Way, LLC	Wisconsin
Hank's Way, LLC	Florida

B. The name and jurisdiction of the non-survivor of the Merging Companies is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Hank's Way, LLC	Wisconsin

C. The name and jurisdiction of the survivor of the Merging Companies is as follows:

<u>Name</u>	<u>Jurisdiction</u>
Hank's Way, LLC	Florida

D. The members of each of the Merging Companies deem it to be in the best interests of each of the Merging Companies that Hank's Wisconsin merge with and into Hank's Florida.

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AGREEMENTS

In consideration of the recitals and mutual agreements which follow, the parties agree as follows:

1. Merger. Effective upon filing of the Articles of Merger of Hank's Wisconsin with and into Hank's Florida (the "Effective Time"), Hank's Wisconsin shall be merged with and into Hank's Florida (the "Merger"). Pursuant to the Merger, Hank's Florida shall be the Surviving Company and the separate existence and identity of Hank's Wisconsin shall cease.

2. Effect of Merger. At the Effective Time:

(a) The Merging Companies shall become a single entity, which shall be the Surviving Company and Hank's Wisconsin shall cease to exist.

(b) The Surviving Company shall possess all of the rights, privileges, immunities and powers of the Merging Companies and is subject to all of the restrictions, disabilities and duties of each.

(c) All property, including, without limitation, any and all intellectual property, and all debts, including contributions, and each interest belonging to or owed to the Merging Companies shall be vested in the Surviving Company without further act.

(d) Title to all real estate and any interest in real estate vested in the Merging Companies shall not revert and shall not be in any way impaired because of the Merger.

(e) The Surviving Company shall have all of the liabilities and obligations of the Merging Companies and any claim existing or action or proceeding pending by or against the Merging Companies may be prosecuted as if the Merger had not taken place, or the Surviving Company may be substituted in the action.

(f) The rights of creditors and any liens on any property of the Merging Companies shall survive the Merger.

(g) The interests in Hank's Wisconsin that are to be converted into interests of the Surviving Company under the terms of this Agreement and Plan of Merger are converted and the former interest holder(s) are entitled only to

the rights provided in this Agreement and Plan of Merger or the rights otherwise provided by law.

3. Conversion of Interests. At the Effective Time, all of the ownership interests of the Sole Member in Hank's Wisconsin, which are 100% of the total ownership interests in Hank's Wisconsin, shall be converted into 100% ownership interests in the Surviving Company.

4. Conversion of Rights to Acquire. At the Effective Time, all rights of Hank's Wisconsin to acquire interests, shares, obligations or other securities are hereby converted into rights of Hank's Florida to acquire interests, shares, obligations or other securities, in whole or in part, into cash or other property.

5. Name and Address of Managing Member of the Surviving Company:

Henry de Fiebre
3205 Crayton Road
Naples, FL 34103

6. No Amendment to Articles of Organization. There shall be no amendment to the Articles of Organization of the Surviving Company as a result of the Merger.

HANK'S WAY, LLC, a Wisconsin
limited liability company

BY Henry de Fiebre
Henry de Fiebre, Sole Member

HANK'S WAY, LLC, a Florida limited
liability company

BY Henry de Fiebre
Henry de Fiebre, Sole Member

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