

LOS 00003 0029

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

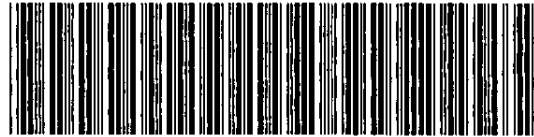
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000242161370

01/07/13--01051--005 **00.00

01/07/13--01051--005 **

FILED
13 JAN - 7 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

JAN - 9 2013

EXAMINER

GRAY ROBINSON
ATTORNEYS AT LAW

1795 WEST NASA BLVD. (32901)
POST OFFICE BOX 1870
MELBOURNE, FL 32902-1870
TEL 321-727-8100
FAX 321-984-4122
gray-robinson.com

FORT LAUDERDALE
JACKSONVILLE
KEY WEST
LAKE LAND
MELBOURNE
MIAMI
NAPLES
ORLANDO
TALLAHASSEE
TAMPA

pat.healy@gray-robinson.com

January 3, 2013

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

Re: Certificate of Merger
Capron Ridge, L.L.C. into Fleis Group, LLC

Gentlemen:

FILED
13 JAN -7 AM 10:24
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

The enclosed Certificate of Merger and fees are submitted for filing, together with a copy of the Agreement and Plan of Merger.

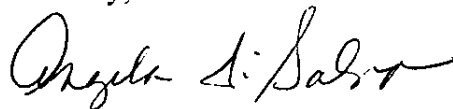
Please provide us with a certified copy of the Certificate of Merger. Our firm check in the amount of \$80.00 is enclosed (\$50 for the filing fee; \$30 for the certified copy).

Please return all correspondence concerning this matter to the following:

Patrick F. Healy, Esq.
GrayRobinson, P.A.
1795 West NASA Boulevard
Melbourne, Florida 32901

For further information concerning this matter please call Patrick F. Healy, Esq. at 321-727-8100.

Sincerely,



Angela DiSalvo,
Assistant to Patrick F. Healy, Esq.

Enclosures

CERTIFICATE OF MERGER

OF

CAPRON RIDGE, L.L.C., a Florida limited liability company
INTO
FLEIS GROUP, LLC, a Florida limited liability company

The undersigned entities, desiring to merge into a single entity in accordance with the applicable provisions of Sections 608.438, 608.4381 and 608.4382, *Florida Statutes*, hereby subscribe to this Certificate of Merger as follows:

ARTICLE 1

CONSTITUENT ENTITIES

The name, address, type, and jurisdiction of each constituent entity executing this Certificate of Merger are:

<u>Name and Address</u>	<u>Type of Entity</u>	<u>Jurisdiction</u>
Capron Ridge, L.L.C. 1275 South Patrick Drive Suite K Satellite Beach, FL 32937	Limited Liability Company L 03000031580	Florida
✓ Fleis Group, LLC 1275 South Patrick Drive Suite K Satellite Beach, FL 32937	Limited Liability Company L 05000030025	Florida

ARTICLE 2

SURVIVING ENTITY

Fleis Group, LLC, a Florida limited liability company, shall be the surviving entity of this merger.

13 JAN -7 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLE 3

ADOPTION OF PLAN

A plan of merger (the "Agreement and Plan of Merger") was adopted by each of Capron Ridge, L.L.C. and Fleis Group, LLC. The completely executed Agreement and Plan of Merger is attached to this Certificate of Merger as Exhibit A.

ARTICLE 4

OWNERSHIP APPROVAL

The Agreement and Plan of Merger was approved by Capron Ridge, L.L.C. in accordance with the applicable provisions of Chapter 608, *Florida Statutes*, on the 6th day of December, 2012. The approval of the members of Capron Ridge, L.L.C. was required for the adoption of the Agreement and Plan of Merger and the votes and/or written consents obtained for the approval of the Agreement and Plan of Merger were sufficient.

The Agreement and Plan of Merger was approved by Fleis Group, LLC in accordance with the applicable provisions of Chapter 608, *Florida Statutes* on the 6th day of December, 2012. The approval of the members of Fleis Group, LLC was required for the adoption of the Agreement and Plan of Merger and the votes and/or written consents obtained for the approval of the Agreement and Plan of Merger were sufficient.

ARTICLE 5

EFFECTIVE DATE

This Certificate of Merger shall become effective upon the filing with the Florida Secretary of State.

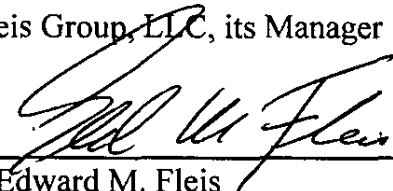
[Signature Page Follows]

FILED
13 JAN -7 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, the undersigned have subscribed to this Certificate of Merger.

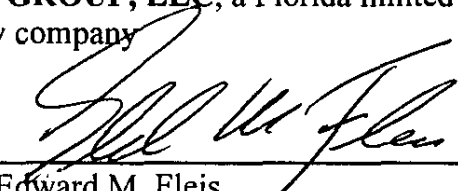
CAPRON RIDGE, L.L.C., a Florida limited liability company

By: Fleis Group, LLC, its Manager

By: 
Edward M. Fleis
Its Manager

Date Signed: 12/6/12

FLEIS GROUP, LLC, a Florida limited liability company

By: 
Edward M. Fleis
Its Manager

Date Signed: 12/6/12

FILED
13 JAN - 7 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is entered into, by and between CAPRON RIDGE, L.L.C., a Florida limited liability company, and FLEIS GROUP, LLC, a Florida limited liability company, as follows:

ARTICLE 1 CONSTITUENT ENTITIES

<u>Name and Address</u>	<u>Type of Entity</u>	<u>Jurisdiction of Organization and Governing Law</u>
Capron Ridge, L.L.C. 1275 South Patrick Drive Suite K Satellite Beach, FL 32937	Limited Liability Company	Florida
Fleis Group, LLC 1275 South Patrick Drive Suite K Satellite Beach, FL 32937	Limited Liability Company	Florida

FILED
13 JAN - 7 AM 10:24
CLERK OF STATE
TALLAHASSEE, FLORIDA

ARTICLE 2 SURVIVING ENTITY

Fleis Group, LLC, a Florida limited liability company, shall be the surviving entity of this merger.

ARTICLE 3 TERMS AND CONDITIONS OF MERGER

(a) Upon the effective date of the merger ("Effective Date"), Capron Ridge, L.L.C. and Fleis Group, LLC shall become a single entity which shall be Fleis Group, LLC and the separate existence of the non-surviving entity shall cease, except to the extent provided by the laws of the State of Florida for a limited liability company after its merger into another entity.

(b) Title to all real estate and other property, or any interest therein, owned by Capron Ridge, L.L.C. shall be vested in Fleis Group, LLC without reversion or impairment. Fleis Group, LLC shall record a certified copy of the Certificate of Merger in any county in which Capron Ridge, L.L.C. holds an interest in real property.

(c) Fleis Group, LLC shall thereafter be responsible and liable for all of the liabilities and obligations of Capron Ridge, L.L.C., including liabilities arising out of the rights of dissenters with respect to this merger.

(d) Any claim existing or action or proceeding pending by or against Capron Ridge, L.L.C. may be continued as if the merger did not occur or Fleis Group, LLC may be substituted in the proceeding for Capron Ridge, L.L.C.

(e) Neither rights of creditors nor liens upon the property of Capron Ridge, L.L.C. shall be impaired by the merger.

(f) The units of Capron Ridge, L.L.C. and the rights to acquire units of Capron Ridge, L.L.C. shall be converted into units of Fleis Group, LLC as provided in Article 5 below. Owners of units and owners of the rights to acquire units of Capron Ridge, L.L.C. shall be entitled only to those units described in Article 5 below and to their rights as dissenters, if applicable.

(g) The Articles of Organization and Operating Agreement of Fleis Group, LLC as constituted immediately prior to the Effective Date shall continue to be the Articles of Organization and Operating Agreement of Fleis Group, LLC.

(h) The manager of Fleis Group, LLC, as constituted immediately prior to the Effective Date shall continue to be the manager of Fleis Group, LLC in accordance with and subject to the provisions of the Articles of Organization and Operating Agreement. The manager of Fleis Group, LLC is Edward M. Fleis, whose address is 1275 South Patrick Drive, Suite K, Satellite Beach, Florida 32937.

ARTICLE 4 FILING REQUIREMENTS

Fleis Group, LLC shall cause a Certificate of Merger to be filed with the State of Florida which shall be executed by Capron Ridge, L.L.C. and Fleis Group, LLC, as required by law.

ARTICLE 5 MANNER AND BASIS OF CONVERTING UNITS

(a) All units of membership interest of Capron Ridge, L.L.C. shall be redeemed and cancelled. All of the authorized and unissued units of Capron Ridge, L.L.C., if any, shall be cancelled. The members of Capron Ridge, L.L.C. shall receive no consideration for the retirement and cancellation of their units of membership in Capron Ridge, L.L.C.

(b) The members of Fleis Group, LLC shall not receive any additional units in Fleis Group, LLC.

FILED
13 JAN - 7 AM 10:21
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

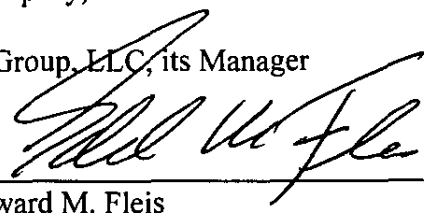
ARTICLE 6

EFFECTIVE DATE

The merger shall become effective upon the filing of the Certificate of Merger with the Florida Secretary of State.

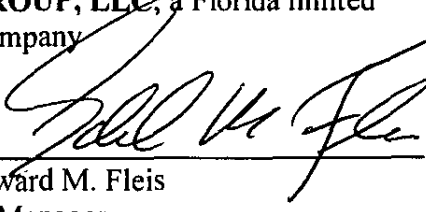
CAPRON RIDGE, L.L.C., a Florida limited liability company,

By: Fleis Group, LLC, its Manager

By: 
Edward M. Fleis
Its Manager

Date Signed: 12/6/12

FLEIS GROUP, LLC, a Florida limited liability company

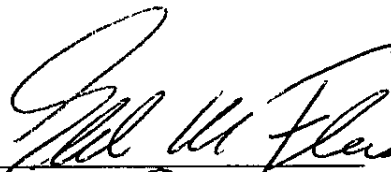
By: 
Edward M. Fleis
Its Manager

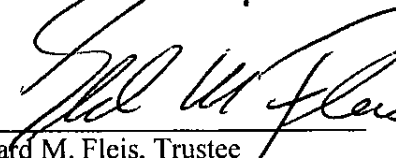
Date Signed: 12/6/12

FILED
13 JAN -7 AM 10:24
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

UNANIMOUS WRITTEN CONSENT OF MEMBERS


The undersigned, constituting all of the members of Fleis Group, LLC hereby consent to the Agreement and Plan of Merger with Capron Ridge, L.L.C., a copy of which is attached hereto as Exhibit "A".

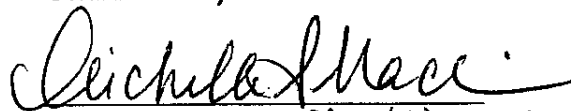

Edward M. Fleis, individually


Edward M. Fleis, Trustee


Jeffrey Fleis


Brian J. Fleis


Gerard Fleis


Michelle McKinnon mackinnon

FILED
13 JAN - 7 AM 10:24
CLERK OF STATE
TALLAHASSEE, FLORIDA

UNANIMOUS WRITTEN CONSENT OF MEMBERS

The undersigned, constituting all of the members of Capron Ridge, L.L.C. hereby consent to the Company's Agreement and Plan of Merger with Fleis Group, LLC, a copy being attached hereto as Exhibit "A".

Fleis Group, LLC

By: 

Edward M. Fleis, Member


Edward M. Fleis, individually

FILED
13 JAN -7 AM 10:24
CLERK OF STATE
TALLAHASSEE, FLORIDA