

L06000014038

(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:

L06-14038

Office Use Only



100066014871

02/21/06---01025---010 **60.00

FILED
06 MAR -7 AM 11:58
TALLAHASSEE, FLORIDA

N. Culligan MAR - 7 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Grin & Barrit, LLC

(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Joseph Edwards

(Contact Person)

Squire Sanders & Dempsey, LLP

(Firm/Company)

201 N. Franklin St., Suite 2100

(Address)

Tampa, Fl. 33602

(City, State and Zip Code)

For further information concerning this matter, please call:

Joseph Edwards

(Name of Contact Person)

at (813) 202-1339

(Area Code and Daytime Telephone Number)

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 23, 2006

JOSEPH EDWARDS
SQUIRE SANDERS & DEMPSEY, LLP
201 N. FRANKLIN STREET, SUITE 2100
TAMPA, FL 33602

SUBJECT: GRIN & BARRIT, LLC
Ref. Number: L06000014038

We have received your document for GRIN & BARRIT, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The name of the Inc. in the Certificate of Merger must be consistent.

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) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 006A00013033

**Certificate of Merger
For
Florida Limited Liability Company**

FILED
06 MAR -7 PM 11:58
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Grin & Barrit, LLC	Florida	Limited Liability Company
Grin & Barrit, Inc.	Florida	Corporation
540924		

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Grin & Barrit, LLC	Florida	Limited Liability Company
L06000014038		

THIRD: The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

FOURTH: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

FIFTH: If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State:

SIXTH: If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

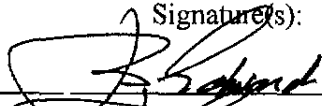
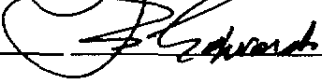
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Grin & Barrit, LLC		Joseph Edwards
Grin & Barrit, Inc.		Joseph Edwards

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
--	---------

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Grin & Barrit, Inc.	Fl	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Brin & Barrit, LLC.	Fl.	Limited Liability Company

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

Upon filing this agreement of merger with the Florida Secretary of State, the existence of Grin & Barrit, Inc. shall cease and all property, rights and obligations of Grin & Barrit, Inc. shall be the property, rights and obligations of Grin & Barrit, LLC.

(Attach additional sheet 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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

Shares of Grin & Barrit, Inc. shall be cancelled and an equal number of units
membership interests in Grin & Barrit, LLC shall be issued to the shareholders
of Grin & Barrit, Inc.

(Attach additional sheet if necessary)

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

Shares of Grin & Barrit, Inc. shall be cancelled and an equal number of units
of membership units of Grin & Barrit, LLC shall be issued.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

(Attach additional sheet if necessary)

06 MAR -7 AM 11:58
STATE OF FLORIDA
TALLAHASSEE, FLORIDA

FILED