

L06000016112

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

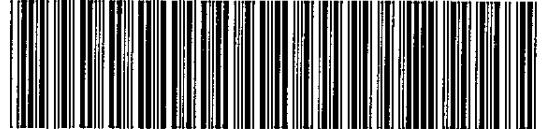
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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OFFICE OF THE SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY™

1201 Hays Street
Tallahassee, FL 32301
850-521-1000
850-521-1010(fax)

Account Number: 072100000032

Client Account Number: 81093A

Cost Limit: Exp. 1/1

Authorization: [Signature]

Contact: Susi Knight 242936

FILED
2006 FEB 15 AM 8:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Corporation Name(s) & Document number(s)

- 1) Ken Courts Trucking, LLC
- 2) _____
- 3) _____
- 4) _____

☒ Stamped Copy ☐ Certified Copy ☐ Goodstanding

Type of Filings:

| <u>New Filings</u> | <u>Amendment</u> | <u>Qualification</u> |
|---------------------------------|---|---------------------------------|
| <input type="checkbox"/> Profit | <input type="checkbox"/> Amendment | <input type="checkbox"/> Profit |
| <input type="checkbox"/> NFP | <input type="checkbox"/> COA | <input type="checkbox"/> NFP |
| <input type="checkbox"/> LLC | <input type="checkbox"/> Dissolution/Withdrawal | <input type="checkbox"/> LLC |
| <input type="checkbox"/> LTD | <input checked="" type="checkbox"/> Merger | <input type="checkbox"/> LTD |

☒ Other: Merger

☐ Annual Report ☐ Fictitious Name ☐ Reinstatement

ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4382, 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/Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|--|---------------------|---------------------------|
| KEN COURTS TRUCKING, LLC 2541 South State Road Ionia, Michigan 48846 | Michigan | Limited Liability Company |

Florida Document/Registration No.: N/A

FEI: 52-2404076

| <u>Name/Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|---------------------------|
| KEN COURTS TRUCKING, LLC 6141 Hamilton Drive Fort Myers, FL 33905 | Florida | Limited Liability Company |

Florida Document/Registration No.: applied for

FEI: 52-2404076

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

| <u>Name/Street Address</u> | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|---------------------------|
| KEN COURTS TRUCKING, LLC 6141 Hamilton Drive Fort Myers, FL 33905 | Florida | Limited Liability Company |

Florida Document/Registration No.: applied for

FEI: 52-2404076

THIRD: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The attached Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Organization of the limited liability company that is a party to the merger.

FIFTH: The merger shall be effective as of the date the Articles of Merger are filed with Florida Department of State.

SIXTH: The Articles of Merger comply and are executed in accordance with the laws of the State of Florida.

SEVENTH: Signatures for each party are as follows:

KEN COURTS TRUCKING, LLC,
a Michigan LLC

By: 
Ken Courts, President


KEN COURTS, Member


JOHN ANDERSON, Member

KEN COURTS TRUCKING, LLC,
a Florida LLC

By: 
Ken Courts, Manager


KEN COURTS, Member


JOHN ANDERSON, Member

PLAN OF MERGER

This Plan of Merger is entered into by and between KEN COURTS TRUCKING, LLC, a Michigan Limited Liability Company; and KEN COURTS TRUCKING, LLC, a Florida Limited Liability Company. The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381 and Florida Statutes, is being submitted in accordance with Section 608.438, Florida Statutes.

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

| <u>Name:</u> | <u>Jurisdiction:</u> |
|--------------------------|----------------------|
| KEN COURTS TRUCKING, LLC | Michigan |
| KEN COURTS TRUCKING, LLC | Florida |

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

| <u>Name:</u> | <u>Jurisdiction:</u> |
|--------------------------|----------------------|
| KEN COURTS TRUCKING, LLC | Florida |

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

- (A) All assets and liabilities of KEN COURTS TRUCKING, LLC, a Michigan LLC will be transferred to KEN COURTS TRUCKING, LLC, a Florida LLC. This transaction shall occur upon acceptance by the State of Florida of the Certificate of Merger on the effective date specified therein, and immediately at such time, KEN COURTS TRUCKING, LLC, a Michigan LLC shall cease to exist. The provisions of the Operating Agreement of KEN COURTS TRUCKING, LLC, a Florida LLC, shall govern the membership interests of the parties from said date forward.
- (B) The parties to this Agreement intend for the merger to be accomplished as an "Assets Over" transaction in accordance with Proposed Treasury Regulation §1.708-1(c)(2)(i), as may be amended, so that the transaction is considered a tax free merger of partnership interests. To that end, the Parties to this Agreement do hereby include any provision which shall be required in order for this transaction to be considered tax free to the partners and


members of the various entities, and do retroactively exclude any provision which would so disqualify the transaction from tax free treatment.

- 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 described in paragraph Third herein.
- (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 described in paragraph Third herein.

FIFTH: The name and address of the managing member of the surviving limited liability company is: Ken Courts, 6141 Hamilton Drive, Fort Myers, FL 33905.

Approved and Agreed this 22 day of June, 2005.

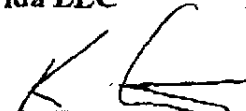
KEN COURTS TRUCKING, LLC,
a Michigan LLC

By: 
Ken Courts, President


KEN COURTS, Member


JOHN ANDERSON, Member

KEN COURTS TRUCKING, LLC,
a Florida LLC

By: 
Ken Courts, Manager


KEN COURTS, Member


JOHN ANDERSON, Member