

L06000021985

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

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WAIT

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MAIL

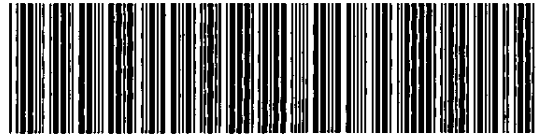
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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11/04/09--01005--002 \*\*25.00

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 NOV - 3 AM 10:04

T. HAMPTON

NOV - 4 2009

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Semper Fi Cartage, 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:

Wayne S. Gilmartin

Contact Person

Semper Fi Cartage, LLC

Firm/Company

1611 12th Street East, Unit B

Address

Palmetto, FL 34221

City, State and Zip Code

deeannk@semperfigroup.net

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Wayne S. Gilmartin

Name of Contact Person

at ( 312 ) 560-4741

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

RECEIVED

09 NOV -3 PM 4:00

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

October 21, 2009

WAYNE S GILMARTIN  
1611 12TH ST EAST  
UNIT B  
PALMETTO, FL 34221

SUBJECT: SEMPER FI CARTAGE, LLC  
Ref. Number: L06000021985

We have received your document for SEMPER FI CARTAGE, LLC and check(s) totaling \$25.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$25.00. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

Please return 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) 245-6855.

Tammy Hampton  
Regulatory Specialist II

Letter Number: 509A00033542

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

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>
<u>Semper Fi Cartage, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>Semper Fi Excavating, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>L06000021985</u>		
<u>L03000045835</u>		

**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>
<u>Semper Fi Cartage, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>L06000021985</u>		

**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:

N/A  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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 entitles 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:

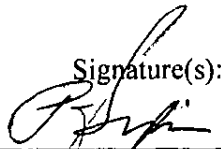
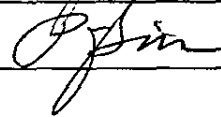
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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:
<u>Semper Fi Cartage, LLC</u>		<u>Peter Shirk</u>
<u>Semper Fi Excavating, LLC</u>		<u>Peter Shirk</u>
<u> </u>	<u> </u>	<u> </u>
<u> </u>	<u> </u>	<u> </u>

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

<b><u>Fees:</u></b>	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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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 DIVISION OF CORPORATIONS  
 09 NOV - 3 AM 10:05

## 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>
Semper Fi Cartage, LLC	Florida	Limited Liability Company
Semper Fi Excavating, LLC	Florida	Limited Liability Company
_____	_____	_____
_____	_____	_____

**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>
Semper Fi Cartage, LLC	Florida	Limited Liability Company

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

A. Semper Fi Cartage, LLC, as the surviving limited liability company, shall  
possess all the rights, privileges and powers and shall be subject to all the  
restrictions and duties of both Semper Fi Excavating, LLC and Semper Fi  
Cartage, LLC (the "Constituent Companies"); and all property, real, personal and  
mixed, and all debts due to either of the Constituent Companies shall be vested in  
Semper Fi Cartage, LLC as the surviving company.

B. All rights of creditors and all liens upon any property of the Constituent

Companies shall be preserved unimpaired (See Attached Sheet)

*(Attach additional sheet if necessary)*

## **ADDENDUM TO PLAN OF MERGER**

Continuation of subparagraph B of Paragraph Third:

and all debts, liabilities and duties of the Constituent Companies shall thereupon attach to Semper Fi Cartage, LLC, and may be enforced against Semper Fi Cartage, LLC to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

C. Any action or proceeding, whether civil or administrative, pending by or against either of the Constituent Companies shall be prosecuted as if the merger had not taken place or Semper Fi Cartage, LLC, as the surviving company, may be substituted in such action or proceeding.

D. All acts, plans, policies, contracts, approvals, licenses, agreements and authorizations of Semper Fi Excavating, LLC which were valid and effective immediately prior to the effective date of the merger shall be taken for all purposes as the acts, plans, policies, contracts, approvals, licenses, agreements and authorizations of Semper Fi Cartage, LLC, the surviving company, and shall be as effective and binding upon Semper Fi Cartage, LLC as the same were upon Semper Fi Excavating, LLC prior to the merger.

E. The employees of Semper Fi Excavating, LLC shall become the employees of Semper Fi Cartage, LLC on the effective date of the merger and shall continue to be entitled to the same rights and benefits that they enjoyed as employees of Semper Fi Excavating, LLC prior to the merger. The managers and officers of Semper Fi Cartage, LLC prior to the effective date of the merger shall be and become the managers and officers of the surviving company.

F. The separate existence of Semper Fi Excavating, LLC shall cease at such time as the merger becomes effective.

G. The merger of the Constituent Companies shall become effective upon the filing of such documents and the doing of such acts as may be required for the accomplishment of the merger under the laws of the State of Florida.

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**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:

All outstanding membership interests of Semper Fi Excavating, LLC (100% of which  
interests are owned by Semper Fi Group, LLC, which also owns 100% of Semper  
Fi Cartage, LLC, the surviving company) shall be cancelled and no member  
interests of Semper Fi Cartage, LLC, the surviving company, shall be issued in  
respect thereof.

*(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:

N/A

*(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:

N/A

*(Attach additional sheet if necessary)*

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

N/A

*(Attach additional sheet if necessary)*