

W4 0000 77964

(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



800161117518

10/02/09--01019--029 **50.00

FILED
2009 OCT -2 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

OCT -5 2009

EXAMINER

SWANN & HADLEY

PROFESSIONAL ASSOCIATION

Pervic P. Swann (1895-1984)
L. Pharr Abner
Sharon B. Abner
Karen M. Brown
Stuart P. Buchanan
Terrance H. Dittmer

Attorneys and Counselors at Law
Since 1924
www.swannhadley.com

Robert J. Fraxedas
Ralph V. Hadley, III
Jeffrey R. Jontz
Richard A. Leigh
Richard R. Swann
Kathryn A. Wiltse

September 30, 2009

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

Re: MASITO, LLC

Gentlemen:

The following items are enclosed:

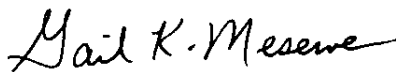
1. Certificate of Merger;
2. Swann & Hadley, P.A. check number 029411 in the amount of \$50.00 to cover the cost of filing.

Please return all correspondence concerning this matter to:

Kathryn A. Wiltse, Esquire
Swann & Hadley, P.A.
Post Office Box 1961
Winter Park, FL 32790
kwiltse@swannhadley.com

For further information concerning this matter, please call, Kathryn A. Wiltse, Esquire at (407) 647-2777.

Very truly yours,



Gail K. Meserve
Assistant to Kathryn A. Wiltse

/gm
Enclosures

FILED
2009 OCT -2 AM 10:51
TALLAHASSEE, FL 32314
SECRETARY OF STATE

**CERTIFICATE OF MERGER
FOR
MASITO, LLC
AND
NANTWICH, LLC**

The following Certificate of Merger is submitted to merge the following Florida limited liability companies in accordance with Section 608.4382, Florida Statutes.

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

	<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	Masito, LLC 1031 W. Morse Blvd. Suite 350 Winter Park, FL 32789	Florida	Limited liability company Florida document/registration #: L06000077964 FEI #: 27-0890030
2.	Nantwich, LLC 1031 W. Morse Blvd. Suite 350 Winter Park, FL 32789	Florida	Limited liability company Florida document/registration #: L08000063806 FEI #: 263163402

SECOND: The exact name, street address, entity type and jurisdiction of the **surviving** party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Masito, LLC 1031 W. Morse Blvd. Suite 350 Winter Park, FL 32789	Florida	Limited liability company Florida document/registration #: L06000077964 FEI #: 27-0890030

THIRD: The attached Plan of Merger meets the requirements of Chapters 607, 608, 617 and/or 620, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapters 607, 608, 617 and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entities that are parties 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 members of each domestic 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 members of each domestic limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section 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 Sections 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.

NINTH: The merger shall become effective as of: the date the Certificate of Merger is filed with the Florida Department of State.

TENTH: The Certificate of Merger complies and was executed in accordance with the laws of each party's applicable jurisdiction.

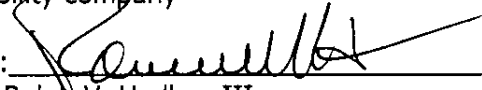
ELEVENTH: Signature for each party.

See Separate page for signatures

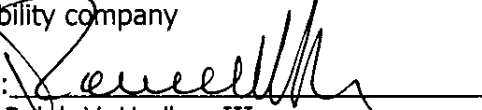
FILED
2020 OCT -2 AM 10:51
STATE DEPT OF STATE
TALLAHASSEE, FLORIDA

Signature Page

MASITO, LLC, a Florida limited
liability company

By: 
Ralph V. Hadley, III
Manager / Authorized Representative

NANTWICH, LLC, a Florida limited
liability company

By: 
Ralph V. Hadley, III
Manager / Authorized Representative

FILED
2009 OCT -2 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

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

	<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	Masito, LLC 1031 W. Morse Blvd. Suite 350 Winter Park, FL 32789	Florida	Limited liability company Florida document/registration #: L06000077964 FEI #: 27-0890030
2.	Nantwich, LLC 1031 W. Morse Blvd. Suite 350 Winter Park, FL 32789	Florida	Limited liability company Florida document/registration #: L08000063806 FEI #: 263163402

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Masito, LLC 1031 W. Morse Blvd. Suite 350 Winter Park, FL 32789	Florida	Limited liability company Florida document/registration #: L06000077964 FEI #: 27-0890030

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

On the effective date of the merger, Nantwich, LLC ("Nantwich") shall cease to be a going concern and all of its assets and liabilities shall become assets and liabilities of the Survivor.

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:

At the effective time of the Merger, all membership interests of Nantwich by virtue of the Merger and without any action on the part of the holder of such membership interest of Nantwich shall no longer be outstanding and shall be canceled and retired and cease to exist without any consideration and shall not be converted into ownership interest of the Survivor or the right to receive cash or any other consideration.

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 surviving entity, in whole or in part, into cash or other property is as follows:

At the effective time of the Merger, each member of the Survivor shall continue to be a member of the Survivor with the same rights and ownership interests as immediately before the effective time of the merger.

FIFTH: If a limited liability company is the surviving entity, the name and address of the manager is as follows:

Ralph V. Hadley, III
1031 W. Morse Blvd., Suite 350
Winter Park, FL 32789

SIXTH: All statements that are required by the laws of the jurisdiction under which each non-Florida business entity that is a party to the merger is formed, organized or incorporated are as follows: N/A

FILED
2009 OCT -2 AM 10:51
SECRETARY OF STATE
TALLAHASSEE, FLORIDA