

L06000084897



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04/07/08--01007--023 **150.00

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

(Business Entity Name)

L06-84897

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

A. LUNT

APR 21 2008

EXAMINER

Office Use Only

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TALLAHASSEE, FLORIDA

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CAPEHART
SCATCHARD
ATTORNEYS AT LAW

Charles L. Winne
856.234.6800
lwinne@capehart.com

March 31, 2008

Registration
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Kratz Properties LLC
Document No. L06000084897
Our File Number: 5035-31302

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TALLAHASSEE, FLORIDA

Dear Sir/Madam:

Please find enclosed an original and one copy of a Certificate of Merger for Florida Limited Liability Company with Merger Agreement attached and our firm's check in the amount of \$50.00. Please file the Certificate of Merger and return the copy marked filed to me in the enclosed envelope.

If you have any questions, please give me a call.

Very truly yours,

Charles L. Winne

CLW:cal
enclosures

959707



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 9, 2008

CHARLES L. WINNE, ESQ
8000 MIDATLANTIC DR.
MT. LAUREL, NJ 08054

SUBJECT: KRATZ PROPERTIES LLC
Ref. Number: L06000084897

We have received your document for KRATZ PROPERTIES LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must be attached/included.

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) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 708A000209

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Charles L. Winne
856.234.6800
winne@capehart.com

April 16, 2008

Agnes Lunt, Regulatory Specialist II
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Kratz Properties LLC
Ref. Number: L06000084897
Letter Number: 708A00020946
Our File Number: 5035-31302

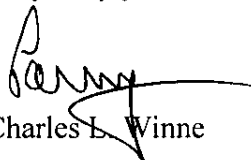
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TALLAHASSEE, FLORIDA

Dear Ms. Lunt:

Please find enclosed your April 9, 2008 letter along with the Certificate of Merger with Plan of Merger and Merger Agreement attached. Please file the enclosed and return a filed copy to me in the enclosed envelope.

If you have any questions, please give me a call.

Very truly yours,


Charles L. Winne

CLW:cal
enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Kratz LLC, a Colorado limited liability company
(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

Charles L. Winne, Esquire

(Contact Person)

Capehart & Scatchard, P.A.

(Firm/Company)

8000 Midlantic Drive - Suite 300 S

(Address)

Mt. Laurel, NJ 08054

(City, State and Zip Code)

For further information concerning this matter, please call:

Charles L. Winne, Esquire at (856) 914-2071

(Name of Contact Person)

(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

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**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>
Kratz Properties 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>
Kratz Properties LLC	Colorado	limited liability company

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.

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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:

17374 East Weaver Drive

Aurora, CO 80016

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: 17374 East Weaver Drive

Aurora, CO 80016

Mailing address: 17374 East Weaver Drive

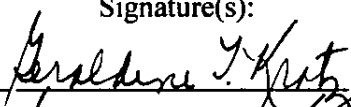
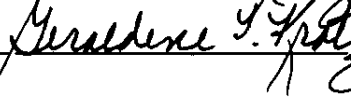
Aurora, CO 80016

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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:
Kratz Properties LLC, a Florida LLC		Geraldine T. Kratz, Managing Member
Kratz LLC, a Colorado LLC		Geraldine T. Kratz, Managing Member

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

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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>
Kratz Properties, LLC	Florida	LLC
Kratz, LLC	Colorado	LLC

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>
Kratz Properties, LLC	Colorado	LLC

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

See attached.

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(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:

The manner and basis of converting the Membership Interests of Kratz Properties Florida, (the "Membership Interests of Kratz Properties Florida"), into Membership Interests of Kratz Colorado, shall be as follows:

1. The Membership Interests of Kratz Properties Florida, by virtue of the Merger and

without any action on the part of the Member, shall be converted into all of the Membership Interests in Kratz Colorado.

2. The Membership Interests of Kratz Properties Florida shall be cancelled.

(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

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(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)

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TALLAHASSEE, FLORIDA

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TERMS & CONDITIONS OF MERGER

(A) Upon filing of a Certificate of Merger (the "Certificate of Merger") for the merger (the "Merger") of the Companies in accordance with the provisions of this Plan of Merger, Kratz Properties, LLC ("Kratz Properties Florida") shall be merged with and into Kratz, LLC ("Kratz Colorado"), which shall be the surviving limited liability company and which shall continue in existence as a Colorado limited liability company and its name shall become Kratz Properties LLC, a Colorado limited liability company.

(B) Except as herein specifically set forth or as otherwise provided by law, the identity, existence, rights, privileges, powers, immunities, purposes and franchises of a public as well as of a private nature of Kratz Colorado shall continue in effect and be unimpaired by the Merger and the rights, privileges, powers, immunities and franchises of a public as well as of a private nature of Kratz Properties Florida shall be merged into Kratz Colorado and Kratz Colorado shall, as the surviving limited liability company, be fully vested therewith. The separate existence and the organization of Kratz Properties Florida, except insofar as it may be continued by law, shall cease when the Merger shall become effective and thereupon Kratz Properties Florida, and Kratz Colorado shall be a single limited liability company, to wit, Kratz Properties LLC, a Colorado limited liability company.

(C) This Plan of Merger and the Merger shall not become effective until, and subject to the terms of conditions hereof, shall become effective when the following actions shall have in all respects been completed.

(i) A Plan of Merger shall have been adopted by the members of each of the Companies in accordance with the requirements of the laws of their respective States of formation and their respective Certificates of Formation; and

(ii) A Merger Agreement containing the terms of this Plan of Merger, shall have been executed by the Companies.

(iii) Pursuant to the Colorado Business Corporation Act, the Companies shall have caused a Certificate of Merger to be filed with the Secretary of State of Colorado.

The date and time when the Merger shall become effective as aforesaid is herein sometimes referred to as the "Effective Time of the Merger".

(D) The Certificate of Formation of Kratz Colorado, as in effect immediately prior to the Effective Time of the Merger, shall be the Certificate of Formation of the surviving limited liability company, subject to amendment as provided by law.

(E) The Operating Agreement of Kratz Properties Florida as in effect immediately prior to the Effective Time of the Merger shall be the Operating Agreement of the surviving limited liability company until the same shall thereafter be altered, amended or repealed in accordance with law, the Certificate of Formation of the surviving limited liability company and such Operating Agreement; and the Manager of Kratz Colorado prior to the Effective Time of the Merger shall be the Manager of the surviving company.

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(F) Except as otherwise specifically set forth herein, at the Effective Time of the Merger the separate existence of Kratz Properties Florida shall cease and all its rights, privileges, powers and franchises, both of a public and private nature, all property, real, personal and mixed, all debts due on account, and all other things in action or belonging to the limited liability company and all and every other interest shall vest in the surviving limited liability company without further act or deed; and the title to any real estate, whether vested by deed or otherwise in Kratz Properties Florida, shall not revert or be in any way impaired by reason of the Merger. The surviving limited liability company shall thenceforth be responsible for all debts, liabilities, obligations, restrictions, disabilities and duties of each of the Companies, and all said debts, liabilities, obligations, restrictions, disabilities and duties shall thenceforth attach to the surviving limited liability company and may be enforced against it to the same extent as if said debts, liabilities obligations, restrictions, disabilities and duties had been incurred or contracted by it, but the liabilities of the Companies or of its Member shall not be affected, nor shall the rights of creditors thereof or of any person dealing with either the Companies or any liens upon the property of the Companies be impaired by the Merger, and any action or proceeding pending by or against the Companies may be prosecuted to judgment the same as if the Merger had not taken place, which judgment shall bind the surviving limited liability company, or the surviving limited liability company may proceed against or be substituted in its place.

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