

L06000085001

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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☐ WAIT

☐ MAIL

(Business Entity Name)

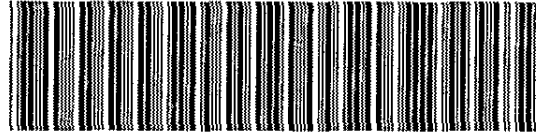
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Jamer Athletic Enterprises, 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:

Traci Jaye Tuttle, CP

(Contact Person)

McLane Law Firm

(Firm/Company)

900 Elm Street

(Address)

Manchester, NH 03101

(City, State and Zip Code)

For further information concerning this matter, please call:

Traci Jaye Tuttle at (603) 628-1436

(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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 13, 2006

TRACI JAYE TUTTLE, CP
MCLANE LAW FIRM
900 ELM STREET
MANCHESTER, NH 03101

SUBJECT: JAMER ATHLETIC ENTERPRISES, LLC
Ref. Number: L06000085001

We have received your document for JAMER ATHLETIC ENTERPRISES, LLC and your check(s) totaling \$55.00. 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) 245-6067.

Neysa Culligan
Document Specialist

Letter Number: 606A00055225

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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>
Jamer Athletic Enterprises, LLC	New Hampshire	LLC
Jamer Athletic Enterprises, LLC	Florida	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>
Jamer Athletic Enterprises, LLC	Florida	LLC

L06-85001

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: 419 Petrel Trail

Bradenton, FL 34212

Mailing address: 419 Petrel Trail

Bradenton, FL 34212

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:
Jamer Athletic Enterprises, LLC a Florida limited liability company		

By: Jennifer L. Raimon	x <i>Jennifer Raimon</i>	Member
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Jamer Athletic Enterprises, LLC a New Hampshire limited liability company		
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By: Jennifer L. Raimon	x <i>Jennifer Raimon</i>	Member
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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

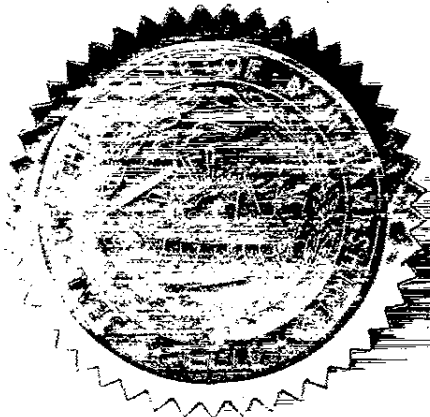
<u>Certified Copy (optional):</u>	\$30.00
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

State of New Hampshire

Department of State

I, William M. Gardner, Secretary of State of the State of New Hampshire, do hereby certify that JAMER ATHLETIC ENTERPRISES, LLC OF NEW NEW HAMPSHIRE , a domestic limited liability company, filed a Certificate of Merger with and into JAMER ATHLETIC ENTERPRISES, LLC , a FLORIDA limited liability company. I further certify the surviving limited liability company is JAMER ATHLETIC ENTERPRISES, LLC.



In TESTIMONY WHEREOF, I hereto
set my hand and cause to be affixed
the Seal of the State of New Hampshire,
this 7th day of September, A.D. 2006

A handwritten signature in dark ink, appearing to read "William M. Gardner".

William M. Gardner
Secretary of State

**AGREEMENT AND PLAN OF MERGER
OF**

**JAMER ATHLETIC ENTERPRISES, LLC
(a New Hampshire limited liability company)**

WITH AND INTO

**JAMER ATHLETIC ENTERPRISES, LLC
(a Florida limited liability company)**

This AGREEMENT AND PLAN OF MERGER (hereinafter the "Agreement"), effective **August 30, 2006** ("Effective Date"), by and between JAMER ATHLETIC ENTERPRISES, LLC, a New Hampshire limited liability company (hereinafter "JAE NH"), and JAMER ATHLETIC ENTERPRISES, LLC, a Florida limited liability company (hereinafter the "JAE FL ") (JAE NH and JAE FL are hereinafter sometimes collectively referred to as the "Companies").

W I T N E S S E T H:

WHEREAS, JAE NH is a limited liability company duly organized and existing under the laws of the State of New Hampshire, having been duly formed on December 27, 2002, and having a principal place of business located in Bradenton, Florida; and

WHEREAS, JAE FL is a limited liability company duly organized and existing under the laws of the State of Florida, having been duly formed on August 29, 2006, and having a principal place of business located in Bradenton, Florida; and

WHEREAS, the Members and Managers of each of the Companies believe it is advisable and to the advantage of the Companies and their members that the Companies be merged to form a single Florida limited liability company; and

WHEREAS, the Managers and Members of both Companies have authorized and approved such merger and the execution of this Agreement in connection therewith, pursuant to the authority granted by, and in accordance with, the provisions of the Florida Limited Liability Company Act and the New Hampshire Limited Liability Company Act; and

WHEREAS, the laws of the States of New Hampshire and Florida, under which the Companies are organized, permit such a merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained in this Agreement, and for the purpose of stating the method and terms and conditions of the merger of the Companies, and such other details and provisions as the parties deem desirable, the parties hereto agree as follows:

1. **Merger.** Upon the terms and conditions set forth in this Agreement by and among JAE NH and the JAE FL and in compliance with the provisions of the New Hampshire Limited Liability Company Act ("NH ACT") and the Florida Limited Liability Company Act ("FL ACT"), on the Effective Date, JAE NH shall be merged with and into JAE FL and JAE FL shall continue to exist as the surviving entity ("Surviving Company") to be governed by the provisions of the Florida Limited Liability Company Act (the "Merger"). The separate existence of JAE NH shall cease at the Effective Date, in accordance with the provisions of the NH ACT and the FL ACT.

The rights of the creditors of the Companies shall not in any way be impaired, nor shall any liability or obligation, including taxes due or to become due, or any claim or demand in any cause, existing against either of the Companies, or any member or manager thereof, be released or impaired by the Merger. The Surviving Company shall be deemed to have assumed, and shall be liable for, all liabilities and obligations of each of the Companies in the same manner and to the same extent as it had itself incurred such liabilities or obligations. At the Effective Date, Surviving Company shall thenceforth be responsible and liable for all the liabilities, obligations and penalties of each of the Companies so merged.

2. **Principal Place of Business.** The principal place of business of Surviving Company shall be 419 Petrel Trail, Bradenton, Florida 34212.

3. **Articles of Organization.** The Articles of Organization of JAE FL in effect immediately prior to the Effective Date of the Merger shall be the Articles of Organization of the Surviving Company.

4. **LLC Agreement.** Upon the Effective Date of the Merger the LLC Agreement of JAE FL in effect immediately prior to the Effective Date of the Merger shall be the LLC Agreement of Surviving Company, until thereafter changed or amended as provided therein or by applicable law.

5. **Managers of Surviving Company.** The Managers of Companies shall remain to be Jennifer L. Raimon and Michael D. Raimon.

6. **Effect on Membership Interests.** As of the Effective Date, by virtue of the Merger and without any action on the part of the parties to this Agreement, the basis and manner of converting shares of the membership interests of the Companies shall be as follows:

- A. All the membership interest in JAE NH immediately prior to the Effective Date shall not be affected by the merger.
- B. After the Effective Date, each holder of a certificate or certificates representing the membership interests in JAE NH shall be surrendered and canceled, and all membership interests in JAE NH shall thereafter be represented by membership certificates in JAE FL.

7. **Abandonment.** This Agreement may be abandoned or amended (subject to certain limitations under law) by appropriate mutual action of the Members of the Companies at any time prior to the Effective Date. Such termination shall not give rise to any liability on the part of the Companies or their Managers or Members with respect to this Agreement.

8. **Further Acts.** The JAE FL and JAE NH will cause to be executed and filed or recorded any document prescribed by the laws of the State of New Hampshire or the State of Florida and will cause to be performed all necessary acts within such State and elsewhere to effectuate the Merger.

9. **Scope of Agreement.** This Agreement embodies the entire agreement between JAE NH and JAE FL. There are no agreements, understandings, restrictions or warranties between JAE NH and JAE FL other than as set forth herein.

IN WITNESS WHEREOF, JAE NH and JAE FL have caused this Agreement to be signed by their duly authorized Managers, and their seals to be affixed, effective as of the day and year first above written.

JAMER ATHLETIC ENTERPRISES, LLC
(a New Hampshire limited liability company)

By Jennifer L. Raimon
Jennifer L. Raimon, Manager

By Michael D. Raimon
Michael D. Raimon, Manager

JAMER ATHLETIC ENTERPRISES, LLC
(a Florida limited liability company)

By Jennifer L. Raimon
Jennifer L. Raimon, Manager

By Michael D. Raimon
Michael D. Raimon, Manager