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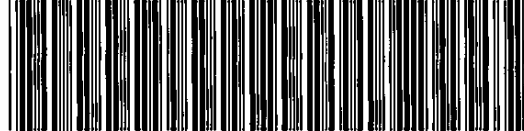
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)656-6446

WALK-IN

ENTITY NAME:

1. UTICA LEASCO, LLC

CK# 2205

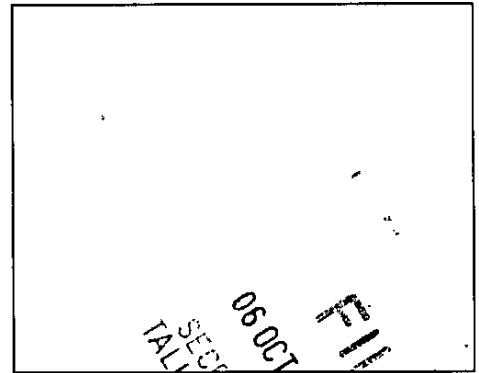
AMOUNT \$50.00

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

☐ CERTIFIED COPY

☒ STAMPED COPY

☐ CERTIFICATE OF STATUS



OFFICE USE ONLY

Examiner's Initials

AGREEMENT, PLAN AND CERTIFICATE OF MERGER

THIS AGREEMENT, PLAN AND CERTIFICATE OF MERGER (the "Agreement") is made and entered into as of September 18, 2006, among UTICA LEASECO, LLC, a Florida limited liability company ("UL-FL"), and UTICA LEASECO, LLC, a Michigan limited liability company ("UL-MI"), under the Michigan Limited Liability Company Act (the "Michigan Act") and the Florida Limited Liability Company Act (the "Florida Act")

UL-FL and UL-MI agree to and do hereby effect the merger of UL-MI with and into UL-FL (the "Merger") on the terms and conditions set forth below, effective as of the Effective Date (defined below):

1. CONSTITUENT COMPANIES

- a The name and state of organization of each of the constituent limited liability companies involved in the Merger, its state identification number, and its date of organization are:

Name	State of Organization	Florida ID Number	Michigan ID Number	Date of Organization
UTICA LEASECO, LLC	Florida	L06000089000	NONE	9/11/2006
UTICA LEASECO, LLC	Michigan	NONE	B2995W	5/17/2005

- b The surviving limited liability company of the Merger (the "Surviving LLC") and its identification number is:

UTICA LEASECO, LLC	Florida	L06000089000
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2. TERMS AND EFFECT OF MERGER

- a On the Effective Date, UL-MI will cease to exist separately, and will be merged with and into UL-FL in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in the Michigan Act and the Florida Act
- b On the Effective Date, on consummation of the Merger, the members of, and their membership interests in, the Surviving LLC will be the same as those of UL-FL prior to the consummation of the Merger

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TALLAHASSEE, FLORIDA

3. ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT

- a The Articles of Organization of UL-FL shall be the Articles of Organization of the Surviving LLC. There shall be no changes to the Articles of Organization of the Surviving LLC.
- b UL-FL hereby adopts all of the provisions of the Operating Agreement of UL-MI and such Operating Agreement shall be the Operating Agreement of the Surviving LLC. The Operating Agreement shall be amended as follows:
 - i The effective date of the Operating Agreement shall be as of October 18, 2006.
 - ii Section 1.1 of Article I of the Operating Agreement shall be amended in its entirety to read as follows: "The Company has been organized as a Florida limited liability company under and pursuant to the Florida Limited Liability Company Act (the "Act") by the filing of Articles of Organization with the Florida Secretary of State."
 - iii All references to the State of Michigan shall be replaced with a reference to the State of Florida.
 - iv Section 14.7 of Article XIV shall be amended in its entirety to read as follows: "This Agreement shall be governed by the laws of the State of Florida."
- c

4. FILING OF AGREEMENT; EFFECTIVE DATE

- a To cause the Merger to become effective, a copy of this Agreement will be filed with (i) the Michigan Department of Labor & Economic Growth Bureau of Commercial Services, pursuant to and in accordance with the Michigan Act and (ii) the Florida Secretary of State Division of Corporations, pursuant to and in accordance with the Florida Act.
- b The effective date and time of the Merger (the "Effective Date") shall be October 18, 2006.

5. ADOPTION AND APPROVAL

This Agreement has been adopted and approved, without a meeting, by the written consent of all of the Managers and Members of UL-FL and the Managers and Members of UL-MI in accordance with the provisions of the Michigan Act and the Florida Act, as is appropriate.

The Surviving LLC will be responsible for all fees and franchise taxes.

6. COPIES OF THIS AGREEMENT

An original, executed copy of this Agreement will remain on file at UL-FL's principal place of business, the address of which is 721 First Avenue North, St Petersburg, Florida 33701, and upon request and without cost, UL-FL shall furnish a copy thereof to any member of UL-MI or UL-FL

7. MERGER PERMITTED UNDER MICHIGAN AND FLORIDA LAW

This Merger is permitted under, and has been effectuated in accordance with, the laws of the State of Michigan and the State of Florida

INTENDING TO BE LEGALLY BOUND, the undersigned have executed this Agreement, Plan and Certificate of Merger as of date first written above

UTICA LEASECO, LLC, a Florida
limited liability company

By: Craig L. Janner

Its: EXEC. VICE PRES.

UTICA LEASECO, LLC, a Michigan
limited liability company

By: [Signature]

Its: President