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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

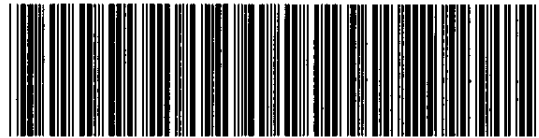
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M. THOMAS

JAN 7 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Semper Fi Services, 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 Services, LLC

(Firm/Company)

1611 12th Street East, Unit B

(Address)

Palmetto, Florida 34221

(City, State and Zip Code)

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

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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>
Semper Fi Services, LLC	Florida (L07-25700)	Limited Liability Company
SF Atlantic Services, LLC	Florida (L07-61983)	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 Services, LLC	Florida	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:

12/31/08

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:

Not Applicable

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: Not Applicable

Mailing address: _____

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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:
Semper Fi Services, LLC		Peter J. Shirk
SF Atlantic Services, LLC		Peter J. Shirk

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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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 Services, LLC	Florida	Limited Liability Company
SF Atlantic Services, 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 Services, LLC	Florida	Limited Liability Company

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

- A. Semper Fi Services, 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 SF Atlantic Services, LLC and Semper Fi Services, 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 Services, 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)

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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 Services, LLC, and may be enforced against Semper Services, 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 Services, 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 SF Atlantic Services, 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 Services, LLC, the surviving company, and shall be as effective and binding upon Semper Services, LLC as the same were upon SF Atlantic Services, LLC prior to the merger.

E. The employees of SF Atlantic Services, LLC shall become the employees of Semper Fi Services, 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 SF Atlantic Services, LLC prior to the merger. The managers and officers of Semper Fi Services, 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 SF Atlantic Services, 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 SF Atlantic Services, LLC (100% of which
interests are owned by Semper Fi Group, LLC which also owns 100%
of Semper Fi Services, LLC, the surviving company) shall be cancelled
and no member interests of Semper Fi Services, 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:

Not Applicable

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not Applicable

(Attach additional sheet if necessary)

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

Not Applicable

(Attach additional sheet if necessary)

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WRITTEN CONSENT OF SOLE MEMBER OF SEMPER FI SERVICES, LLC

The undersigned, being the sole member of, and the owner of a 100% of the Percentage Interests in, Semper Fi Services, LLC, a Florida limited liability company (the "Company"), does hereby adopt and consent to the following resolutions in lieu of a meeting:

RESOLVED, that the Company enter into a Plan of Merger in the form attached hereto as Exhibit A providing for the merger of SF Atlantic Services into the Company on the terms set forth in the Plan of Merger.

FURTHER RESOLVED, that the Managers of the Company are hereby authorized, empowered and directed to take any and all actions, execute any and all documents and pay any and all fees that they deem necessary or desirable to effect the merger of SF Atlantic Services, LLC into the Company on the terms set forth in the Plan of Merger.

FURTHER RESOLVED, that the Board of Managers are hereby authorized, empowered and directed to take any and all actions as they deem necessary or desirable to carry out the intent of the foregoing resolutions.

Dated as of December 30, 2008.

Semper Fi Group, LLC

By: _____

Peter J. Shirk

By: _____

Wayne S. Gilman

Being the sole member of the Company

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TALLAHASSEE, FLORIDA

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WRITTEN CONSENT OF SOLE MEMBER OF SF ATLANTIC SERVICES, LLC

The undersigned, being the sole member of, and the owner of a 100% of the Percentage Interests in, SF Atlantic Services, LLC, a Florida limited liability company (the "Company"), does hereby adopt and consent to the following resolutions in lieu of a meeting:

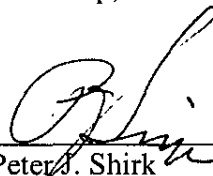
RESOLVED, that the Company enter into a Plan of Merger in the form attached hereto as Exhibit A providing for the merger of the Company into SF Atlantic Services on the terms set forth in the Plan of Merger.

FURTHER RESOLVED, that the Managers of the Company are hereby authorized, empowered and directed to take any and all actions, execute any and all documents and pay any and all fees that they deem necessary or desirable to effect the merger of the Company into SF Atlantic Services on the terms set forth in the Plan of Merger.

FURTHER RESOLVED, that the Board of Managers are hereby authorized, empowered and directed to take any and all actions as they deem necessary or desirable to carry out the intent of the foregoing resolutions.

Dated as of December 30, 2008.

Semper Fi Group, LLC

By: 
Peter J. Shirk

By: 
Wayne S. Gilmartin

Being the sole member of the Company

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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