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EXAMINER

**PITTS & ECKL, P.C.**

401 EAST TUSCALOOSA STREET

POST OFFICE BOX 918

FLORENCE, ALABAMA 35631

**CONRAD C. PITTS\***

**CAROL L. ECKL**

**JOSHUA A. B. SUTHERLAND**

\*ALSO LICENSED IN FLORIDA

**TELEPHONE:**

**(256) 718-3600**

**TELECOPIER:**

**(256) 718-0905**

February 22, 2012

**Delivery via FedEx**

Registration Section

Division of Corporations

Clifton Building

2661 Executive Center Circle

Tallahassee, FL 32301

Re: Doorprize, LLC  
Certificate of Merger

Dear Sir or Madam:

Enclosed please find a Certificate of Merger and Plan of Merger for the above referenced limited liability company. Also enclosed, please find a check made payable to the Florida Department of State for \$55 to cover the appropriate fees. We are requesting a certified copy of same for our files.

Please return all correspondence concerning this matter to:

Carol L. Eckl, Esq.

Pitts & Eckl, PC

PO Drawer 918

Florence, AL 35631

Phone Number: 256-718-3600 ext. 245

E-mail address: [ceckl@pelaw.net](mailto:ceckl@pelaw.net)

If you have any questions, please do not hesitate to give me a call or send me an e-mail. Thank you in advance for your assistance with this matter.

Sincerely yours,



Carol L. Eckl

Enclosures

c: R.G. Darby (w/enclosures)

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER FOR  
DOORPRIZE, LLC**

The undersigned domestic limited liability company and foreign limited liability company do hereby execute the following Certificate of Merger pursuant to the applicable provisions of the Florida Statutes and the Code of Alabama, as amended for the purpose of merging Doorprize, LLC, a Florida limited liability company, with and into Doorprize, LLC, an Alabama limited liability company.

1. The name of each of the undersigned companies and the state in which each is organized are as follows:

<u>Name of Company</u>	<u>Date of Formation</u>	<u>Jurisdiction</u>	<u>Form</u>
Doorprize, LLC	March 14, 2007	Florida	Limited Liability Company
Doorprize, LLC	January 5, 2012	Alabama	Limited Liability Company

407-28196

2. The name that the Surviving Company is to have after the merger is "Doorprize, LLC" which will be governed by the laws of the state of Alabama.

3. This merger is permitted under the laws of the State of Florida and the State of Alabama. Doorprize, L.L.C. and Doorprize, LLC will be merged into Doorprize, LLC (see Sections 608.438 *et seq.* of the Florida Statutes Annotated and Section 10A-5-9.01, *et seq.* of the Code of Alabama (1975)). All of the aforesaid companies have complied with the applicable provisions of the laws of the States of Florida and Alabama.

4. The attached PLAN OF MERGER OF DOORPRIZE, LLC AND DOORPRIZE, LLC WITH AND INTO DOORPRIZE, LLC (the "PLAN OF MERGER") was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes.

5. 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.

6. The effective date of the filing of the Articles of Merger and Plan of Merger shall be March 1, 2012.

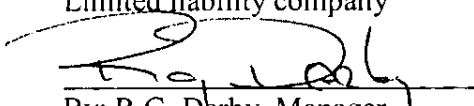
7. Since the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state is as follows: 338 Deer Point Lane, Florence, Alabama 35634.

8. Further, the surviving entity agrees to pay to any members with appraisal rights the amount, to which such members are entitled under Sections 608.4351-608.43595 Florida Statutes Annotated.

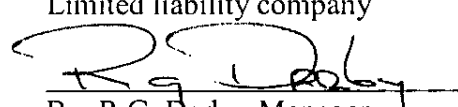
9. The surviving entity is not qualified to do business in the State of Florida. The street and mailing address which the Florida Department of State may use for the purposes of Section 48.181, Florida Statutes is as follows: 338 Deer Point Lane, Florence, Alabama 35634. The surviving entity appoints 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 Sections 608.4351-608.43595, Florida Statutes.

IN WITNESS WHEREOF, this CERTIFICATE OF MERGER has been signed by the Manager of Doorprize, LLC and Doorprize, LLC, each duly authorized, as of February 14, 2012.

**Doorprize, LLC, a Florida**  
Limited liability company

  
By: R.G. Darby, Manager

**Doorprize, LLC, an Alabama**  
Limited liability company

  
By: R.G. Darby, Manager

FILED  
2012 FEB 23 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PLAN OF MERGER  
OF  
DOORPRIZE, LLC  
(A FLORIDA LIMITED LIABILITY COMPANY)  
AND  
DOORPRIZE, LLC  
(AN ALABAMA LIMITED LIABILITY COMPANY)**

FILED  
2012 FEB 23 AM 11:17  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**PLAN OF MERGER** by and between, DOORPRIZE, LLC, a Florida limited liability company (hereinafter referred to as "LLC1"), and DOORPRIZE, LLC, an Alabama limited liability company (hereinafter referred to as "LLC2"), located at 338 Deer Point Lane, Florence, Alabama 35634.

**WITNESSETH:**

**WHEREAS**, it has been proposed that LLC1 shall merge with and into LLC2, whereby LLC2 will be the entity surviving the merger, pursuant to the laws of Florida and Alabama; and

**WHEREAS**, the one individual who is the sole member of LLC1 and the sole member of the LLC2 deems it advisable and to the advantage, welfare and best interest of said entities and their respective members, as the case may be, to merge the LLC1 with and into the LLC2 pursuant to the provisions of Section 608.438, *et seq.* of the Florida Statutes Annotated and 10A-5-9.01, *et seq.* of the Code of Alabama (1975) and upon the terms and conditions hereinafter set forth;

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements of the parties, being duly approved by a resolution unanimously adopted by the sole member of LLC1, and duly approved by a resolution unanimously adopted by the sole member of LLC2, this Plan of Merger and the terms and conditions hereof and the mode of carrying the same into effect, together with any provisions required or permitted to be set forth herein, are hereby determined and agreed upon as hereinafter set forth.

1. As of the Effective Date (hereinafter defined), LLC1 shall, pursuant to the provisions of Section 608.438 *et seq.* of the Florida Statutes Annotated, be merged with and into LLC2; the separate organizational existence of LLC1 shall thereupon cease; and LLC2 shall be the entity surviving the merger and shall continue to exist as an Alabama limited liability company under the Alabama Limited Liability Company Act (the "Merger"). LLC2 shall hereinafter sometimes be referred to as the "Surviving Entity." At the Effective Date, the Surviving Entity shall thereupon and thereafter possess all the rights, privileges, powers and franchises, of a public as well as of a private nature, of the LLC1 and LLC2 (collectively referred to as the "Constituent Entities").

2. After the execution of this Plan of Merger, the Surviving Entity will submit a Certificate of Merger to the Secretary of State of Florida, in accordance with Section 608.4382 of the Florida Limited Liability Company Act and Articles of Merger to the Alabama Secretary of State and the local probate office, in accordance with Section 10A-5-9.02 of the Code of

Alabama (1975).

3. The Certificate of Merger shall be filed with the Florida Department of State at any time after the date hereof and shall be and become effective upon March 1, 2012 (the "Effective Date").

4. The Certificate of Formation of LLC2, as in effect immediately prior to the Effective Date, shall be the Certificate of Formation of the Surviving Entity without change or amendment until further amended in the manner prescribed by the Alabama Limited Liability Company Act.

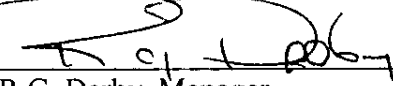
5. The Operating Agreement of LLC2, as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Entity and shall continue in full force and effect until amended, changed or repealed as provided in the Certificate of Formation and Operating Agreement of the Surviving Entity, and in the manner prescribed by the Alabama Limited Liability Company Act.

6. Immediately after the Effective Date, the manager of LLC2 immediately prior to the Effective Date will be the manager of the Surviving LLC in each case until his successor is named.

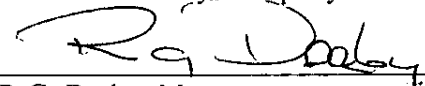
7. LLC1 and LLC2 are owned solely by one individual. After the merger, the individual will continue to own one hundred percent (100%) of LLC2, the surviving entity.

**IN WITNESS WHEREOF**, the parties have caused this Plan of Merger to be executed on this the 14<sup>th</sup> day of February, 2012 by their respective managers.

Doorprize, LLC, a Florida  
Limited Liability Company

  
R.G. Darby, Manager

Doorprize, LLC, an Alabama  
Limited Liability Company

  
R.G. Darby, Manager

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