

**L07000029514**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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**\*RE-SUBMIT\***

To: Division of Corporations  
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AUG 31 2012

L. SELLERS

**MERGER OR SHARE EXCHANGE**

M. Petros investments, LLC

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$70.00

Attn: Leslie  
Sellers

**FILED**  
12 AUG 23 AM 10:36  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help



August 27, 2012

FLORIDA DEPARTMENT OF STATE  
Division of CorporationsPETROS INVESTMENT CO., LLC  
2935 TEMPLE TRAIL  
WINTER PARK, FL 32789SUBJECT: PETROS INVESTMENT CO., LLC  
REF: L07000029514

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must contain the manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property.

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) 245-6051.

Leslie Sellers  
Regulatory Specialist IIFAX Aud. #: H12000212396  
Letter Number: 012A00021838

P.O. BOX 6327 - Tallahassee, Florida 32314

**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>
M. Petros Investments, LLC	Ohio	Limited Liability Co.
Petros Investment Co., LLC	Florida	Limited Liability Co.

**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>
M. Petros Investments, LLC	Ohio	LLC

**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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**FILED**  
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TALLAHASSEE, FLORIDA

**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:

August 31, 2012

**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:

5359 Faircrest, S.W., Canton, Ohio 44706

**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:

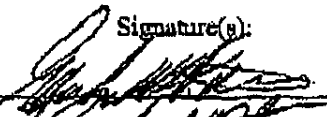
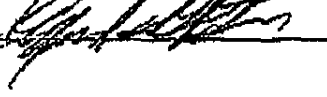
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 5359 Faircrest, S.W., Canton, Ohio 44706

Mailing address: 5359 Faircrest, S.W., Canton, Ohio 44706

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.608.4351-608.4399, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
M. Petros Investments, LLC		Michael G. Petros, Member
Petros Investment Co., LLC		Michael G. Petros, Member
_____	_____	_____
_____	_____	_____

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

<b><u>Fees:</u></b> 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

<b><u>Certified Copy (optional):</u></b>	\$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>
M. Petros Investments, LLC	Ohio	Limited Liability Co.
Petros Investment Co., LLC	Florida	Limited Liability Co.

**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>
M. Petros Investments, LLC	Ohio	Limited Liability Co.

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

The outstanding membership units of Petros Investment Co., LLC shall be converted into membership units of M. Petros Investments, LLC.

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

**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 Members of the surviving company shall retain their membership units in  
the surviving company and will be issued membership units equal to those issued  
and outstanding in Petros Investment Co., LLC.

*(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:

The Members of the surviving company shall retain their membership units in  
the surviving company and will be issued membership units equal to those issued  
and outstanding in Petros Investment Co., LLC.

*(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:

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*(Attach additional sheet if necessary)*

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

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*(Attach additional sheet if necessary)*