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#### FLORIDA FILING & SEARCH SERVICES, INC.

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DATE:

12/26/2017

NAME: K & K EXPRESS LLC

TYPE OF FILING: MERGER

COST: 50.00

RETURN: Plain Co Py Plase

ACCOUNT: FCA00000015

AUTHORIZATION: ABBIE/PAUL HODGE



### FLORIDA DEPARTMENT OF STATE Division of Corporations

January 23, 2018

FLORIDA FILING & SEARCH SERVICES, INC.

SUBJECT: K & K EXPRESS HOLDINGS, LLC

Ref. Number: L07000043971

We have received your document for K & K EXPRESS HOLDINGS, LLC and your check(s) totaling \$. However, the enclosed document has not been filed and is being returned for the following correction(s):

The current name of the entity is as referenced above. Please correct your document accordingly.

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) 245-6050.

Tracy L Lemieux Regulatory Specialist II

Letter Number: 018A00001392

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## ARTICLES OF MERGER OF K & K EXPRESS HOLDINGS, LLC INTO CENOTE HOLDINGS, LLC

2018 JAN 26 A ID: 24

SECRETARY TOF STATE A

The undersigned hereby adopt these Articles of Merger pursuant to the provisions of Minnesota Statutes, Chapter 322B.

The following Plan of Merger was unanimously approved by the members and governors of the undersigned limited liability companies, in the manner prescribed by Minnesota Statutes, Sections 322B.72 and 322B.76.

"PLAN OF MERGER
OF
K & K EXPRESS HOLDINGS, LLC
INTO
CENOTE HOLDINGS, LLC

This Plan of Merger, dated as of December 18, 2017, is made and entered into by and between Cenote Holdings, LLC, a Minnesota limited liability company ("<u>Surviving Company</u>"), and K & K Express Holdings, LLC, a Florida limited liability company ("<u>Merged Company</u>").

#### WITNESSETH

WHEREAS, the Board of Governors and members of the Surviving Company and the Merged Company deem it advisable for their entities to enter into this Plan of Merger;

NOW, THEREFORE, it is hereby agreed by and between the parties that effective as of 11:59 pm on December 31, 2017, ("*Effective Date*") the Merged Company shall be merged into the Surviving Company according to the following terms and conditions:

- Effective as of the Effective Date, the Merged Company is hereby merged into the Surviving Company, and the name of the continuing company shall be Cenote Holdings, LLC.
- 2. On the Effective Date, each membership interest in the Merged Company shall be cancelled. All membership interests of the Surviving Company which are outstanding immediately prior to the Effective Date shall remain outstanding immediately after the Effective Date as an identical share of the Surviving Company.
- 3. On the Effective Date, the separate existence of the Merged Company shall cease and the Surviving Company shall thereupon continue its existence and possess all the rights, privileges, powers and franchises and shall be subject to all the restrictions, disabilities and duties of the Merged Company, and all the property, real, personal and mixed, all debts due to the Merged Company in whatever account, all choses in action, and all other property and interest belonging to the Merged Company shall be and become the property of the Surviving Company; all rights of creditors and all liens upon the property of the Merged Company shall be preserved and unimpaired, and all debts,

liabilities and duties of the Merged Company shall thereafter attach to the Surviving Company, and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it.

- The Articles of Organization and Operating Agreement of the Surviving Company, as in 4. effect immediately prior to the Effective Date, shall continue and remain in full force and effect as the Articles of Organization and Operating Agreement of the \$urviving Company immediately after the merger.
- The managers and governors of the Surviving Company immediately prior to the Effective Date shall continue to be the officers and directors of the Surviving Company immediately after the merger, and until the next election of the Board of Governors and managers of the Surviving Company, as required by the Surviving Company's Articles of Organization and Operating Agreement."
- Following the Effective Date, the forwarding address for the Merged Company shall be the address of the Surviving Company, namely:

Cenote Holdings, LLC 10205 10th Avenue North, Suite A Plymouth, MN 55441

These Articles of Merger are dated December 18, 20 7, and the merger is to be effective on the Effective Date as set forth in the Plan of Merger.

K & K Express Holdings, LLC

Cenote Holdings, LLC