

L 07 0000 71566

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

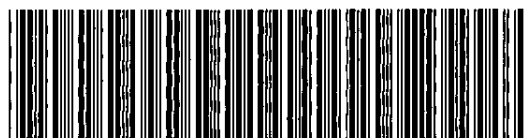
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



500200465585

04/26/11--01011--014 **80.00

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2011 APR 26 AM 11:31
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

B. KOHR

APR 26 2011

EXAMINER

FILED
SECRETARY OF STA
DIVISION OF CORPORATIONS
11 APR 26 PM 2:31

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 APR 26 PM 2:34

CONTACT: Kim Weidenbach

DATE: 04/26/11

REF. #: 000321.146728

CORP. NAME: NAPA MANAGEMENT GROUP, LLC (FL) merging into: NAPA MANAGEMENT GROUP LLC (SD)

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 539523 FOR \$ 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- | | | |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS | | |

Examiner's Initials

**Certificate of Merger
For
Florida Limited Liability Company**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
11 APR 26 PM 2:34

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with s. 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
NAPA MANAGEMENT GROUP, 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>
NAPA MANAGEMENT GROUP, LLC	South Dakota	limited liability company

THIRD: The attached plan of merger was approved by NAPA MANAGEMENT GROUP, LLC, a Florida limited liability company that is a party to the merger in accordance with Section 608.438, Florida Statutes.

FOURTH: The attached plan of merger was approved by NAPA MANAGEMENT GROUP, LLC, a South Dakota limited liability company (the "**Surviving Entity**"), that is a party to the merger in accordance with the applicable laws of the state of South Dakota, under which such entity is formed.

FIFTH: The effective date of the merger is the date this document is filed with the Florida Department of State.

SIXTH: The Surviving Entity's principal office address in its home state, country or jurisdiction is as follows: **Post Office Box 110849, Naples, Florida 34108.**

SEVENTH: The street and mailing address of an office of the Surviving Entity, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street and Mailing address:

**Post Office Box 110849
Naples, Florida 34108**

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 ss. 608.4351-608.43595, Florida Statutes.

EIGHTH: The Surviving Entity agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss. 608.4351-608.43595, Florida Statutes.

[Signature page as follows]

The undersigned have caused this Certificate of Merger to be executed on the 5th day of April, 2011.

MERGING ENTITY:

NAPA MANAGEMENT GROUP, LLC, a
Florida limited liability company

By: 
STEVE W. FOWLER, Manager

SURVIVING ENTITY:

NAPA MANAGEMENT GROUP, LLC, a
South Dakota limited liability company

By: 
STEVE W. FOWLER, Manager

PLAN OF MERGER

FIRST: The exact name, jurisdiction and entity type of the surviving company (the "Surviving Company") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NAPA MANAGEMENT GROUP, LLC	South Dakota	Limited Liability Company

SECOND: The exact name, jurisdiction and entity type of the merging company (the "Merging Company") are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
NAPA MANAGEMENT GROUP, LLC	Florida	Limited Liability Company

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

1. **Merger.** Upon the filing of Articles of Merger with the South Dakota Department of State (the "**Department**"), the Merger shall become effective (the "**Effective Time**"). At the Effective Time of the Merger, the corporate existence of the Merging Company shall cease, and the Merging Company shall be merged with and into the Surviving Company in accordance with the provisions of the South Dakota Limited Liability Company Act ("**SD Act**"). Following the Effective Time of the Merger: (i) the Surviving Company shall possess all the rights, privileges, immunities, powers, and franchises of a public and private nature, and shall be subject to all of the restrictions, disabilities, and duties of the Merging Company, (ii) title to all property, whether real, personal, or mixed, tangible or intangible, of the Merging Company shall vest in the Surviving Company (title to any real property, whether obtained by deed or otherwise, that is vested in the Merging Company shall not revert or in any way be impaired by reason of the Merger, provided that all rights of creditors and all liens upon the property shall be preserved unimpaired), (iii) all and every other property and interest of the Merging Company shall be the property and interest of the Surviving Company to the same extent of the Merging Company, and (iv) all debts, liabilities, duties, and obligations of the Merging Company shall be the debts, liabilities, duties and obligations of the Surviving Company and such debts, liabilities, duties, and obligations may be enforced against the Surviving Company to the same extent as if said debts, liabilities, and obligations had been incurred or contracted by the Surviving Company.

2. **Articles of Organization.** The Articles of Organization of the Surviving Company, as filed with the Secretary of State of the State of South Dakota, shall be the Articles of Organization of the Surviving Company, until thereafter amended.

3. Operating Agreement. On the Effective Date, the Operating Agreement of the Surviving Company (the "**Operating Agreement**"), as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Company, until thereafter amended.

4. Conversion of Units. On the Effective Date, each unit of membership interest of the Merging Company issued and outstanding immediately prior to the Effective Date shall cease to be outstanding and automatically shall be cancelled and retired and shall cease to exist, and no membership interest of the Surviving Company or other property will be issued in exchange therefor. Each unit of membership interest of the Surviving Company issued and outstanding immediately prior to the Effective Date shall remain issued and outstanding from and after the Effective Date.

5. Articles Evidencing Merger. Promptly following the filing of the Articles of Merger and this Plan of Merger with the Department, the Surviving Company shall file Articles of Merger with the Florida Secretary of State, in the manner provided by the applicable provisions of Florida law.

6. Approval. The Plan of Merger was approved by the members of each limited liability company in the manner provided by the laws of the jurisdiction in which each company is organized.

7. Further Assurances. If at any time the Surviving Company deems it advisable that any further assignments or assurances in law or any other actions are necessary or desirable to vest in the Surviving Company, according to the terms of this Plan of Merger, the title to any property, interest or rights of the Merging Company the appropriate managers and officers of the Merging Company shall execute and make all such assignments and assurances to vest title in such property, interests, or rights in the Surviving Company.

[Signature Page Follows]

IN WITNESS WHEREOF, the parties have executed and delivered this Plan of Merger
as of the 3rd day of April, 2011.

SURVIVING COMPANY:

NAPA MANAGEMENT GROUP, LLC

By: Steve W. Fowler
STEVE W. FOWLER, Manager

MERGING COMPANY:

NAPA MANAGEMENT GROUP, LLC, a
Florida limited liability company

By: Steve W. Fowler
STEVE W. FOWLER, Manager