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DIVISION OF CORPORATIONS
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T. HAMPTON

MAY 27 2011

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BrightSpotWS, 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:

William G. Kilpatrick, Jr.

Contact Person

Fleet, Spencer & Kilpatrick, P.A.

Firm/Company

2000 Ninety-Eight Palms Blvd., Ste. 110

Address

Destin, FL 32541

City, State and Zip Code

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

William G. Kilpatrick, Jr.

Name of Contact Person

at (850)

650-7299

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

**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

11 MAY 26 PM 2:24

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 of each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
C&A Exploration, LLC	Louisiana	Limited Liability Company

SECOND: The exact name, form/entity type and jurisdiction of each surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
BrightSpotWS, LLC	Florida	Limited Liability Company 107000103934

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.

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:

Date of Filing

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:

Surviving party is formed under the laws of Florida

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.

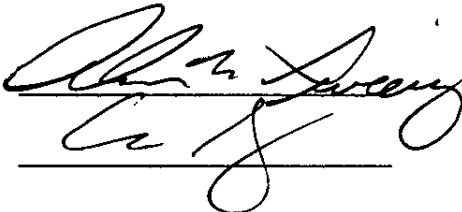
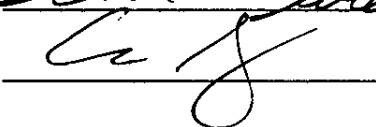
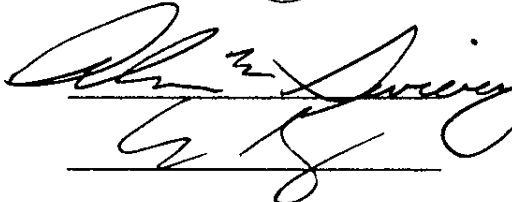
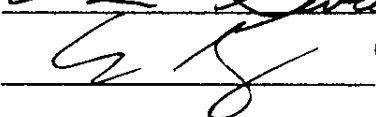
EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

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: N/A
Mailing address:

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
C&A Exploration, LLC		Alan Swiercz/Mbr.
		Cathy Swiercz/Mbr.
BrightSpotWS, LLC		Alan Swiercz/Mbr.
		Cathy Swiercz/Mbr.

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PLAN OF MERGER

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FIRST: The exact name form/entity type and jurisdiction of each merging party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
C&A Exploration, LLC	Louisiana	Limited Liability Company

SECOND: The exact name, form/entity type and jurisdiction of each surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
BrightSpotWS, LLC	Florida	Limited Liability Company

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

C&A Exploration, LLC shall be merged into BrightSpotWS, LLC, and the members of C&A Exploration, LLC shall become the members of BrightSpotWS, LLC.

FOURTH:

- A. The manner and basis of converting the interest, shares, obligations or other securities of each merged party into the interest, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The members of C&A Exploration, LLC shall be issued a sufficient membership interest in BrightSpotWS, LLC such that their ownership percentage in BrightSpotWS, LLC, after the merger, shall be the same as in C&A Exploration, LLC prior to the merger.

- B. The manner and basis of converting rights to acquire interest, shares, obligations or other securities of each merged party into rights to acquire interest, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

The members of C&A Exploration, LLC are the same members of BrightSpotWS, LLC and own the same percentage in each entity. After the merger their respective interest shall remain the same as well as their rights to acquire interest in the surviving entity.

FIFTH: If a limited liability company is the surviving entity, the name(s) and address(es) of the manager(s)/managing member(s) are as follows:

Alan Swiercz
90 Spires Lane, #10-A
Santa Rosa Beach, FL 32459

Cathy Swiercz
90 Spires Lane, #10-A
Santa Rosa Beach, FL 32459

SIXTH: Any statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

None.

SEVENTH: Other provisions, if any, relating to the merger:

None.

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