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merger*

12/23/15--01020--019 **25.00

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merger

DEC 29 2015

R. WHITE

FILED
15 DEC 23 AM 10:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Bill Cloutier, 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 M. Cloutier, Managing Member

Contact Person

Bill Cloutier, LLC

Firm/Company

3049 Olde Cove Way

Address

Naples, FL 34119

City, State and Zip Code

wmc@billcloutier.com

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

For further information concerning this matter, please call:

Bill Cloutier at (239) 595-1300

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

CR2E080 (2/14)

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

FILED

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, Florida Statutes.

15 DEC 23 AM 10:11
SECRETARY OF STATE
TALLAHASSEE FLORIDA

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>
Bill Cloutier, LLC	Florida	LLC
PWR Realty, LLC	Florida	LLC

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>
Bill Cloutier, LLC	Florida	LLC

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

12/30/2015

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Bill Cloutier, LLC

PWR Realty, LLC

Signature(s):

Typed or Printed
Name of Individual:

William M. Cloutier, Managing

William M. Cloutier, Managing

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 an authorized person

<u>Fees:</u>	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	<u>Certified Copy (optional):</u>	\$30.00

**UNANIMOUS WRITTEN CONSENT
OF THE MEMBERS AND MANAGERS OF
PWR REALTY, LLC**

The undersigned, both being the Members and Managers of PWR REALTY, LLC, a limited liability company organized and existing under the laws of the State of Florida (the "Company"), hereby take the following actions and adopt the following resolutions without a meeting:

RESOLVED, that the Company and each Member and Manager hereby approve the transfer of the one third (33.3333%) membership interest in the Company owned by Peter Lawrence to Bill Cloutier, LLC, and agree that the Company's Operating Agreement shall be updated to reflect such transfer; and further

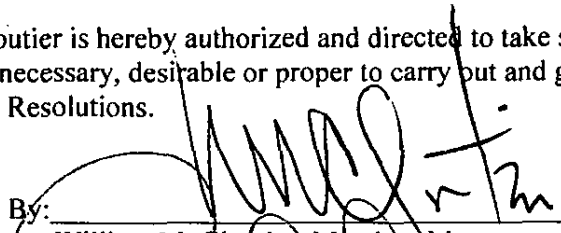
RESOLVED, that the Company and each Member and Manager hereby approve that certain Transfer and Release Agreement by and between the Company, Peter Lawrence, William M. Cloutier, and Bill Cloutier, LLC, whereby, among other things, Peter Lawrence transfers his membership interest in the Company to Bill Cloutier, LLC and the Company releases and agrees to indemnify Peter Lawrence as set forth therein; and further

RESOLVED, that the Company and each Member and Manager agree that all requirements of the current Operating Agreement of the Company with respect to the transfer of membership interest of Peter Lawrence have been satisfied; and further

RESOLVED, that the Company accept the withdrawal of Peter Lawrence as a member of the Company; and further

RESOLVED, that William M. Cloutier is hereby authorized and directed to take such action and to execute such documents as may be necessary, desirable or proper to carry out and give effect to the intent and purposes of the foregoing Resolutions.

Dated: December 21, 2015

By: 
William M. Cloutier, Member, Manager

Dated: December 17, 2015

By: 
Peter Lawrence, Member



3049 Old Cove Way ○ Naples, FL 34119 ○ 239-595-1300

December 21, 2015

Florida Department of State
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Sir or Madam:

Enclosed herewith please find:

- Resignation of Peter Lawrence from PWR Realty, LLC including required filing fee
- Articles of Merger by and between Bill Cloutier, LLC and PWR Realty, LLC with a copy of the Unanimous Written Consent of all Members and Managers of PWR Realty, LLC and including the required filing fees

Should there be any questions relative to these filings please contact the undersigned at your earliest convenience as it is intended that this merger be affected on or prior to December 31, 2015. Thank you in advance for your kind assistance.

Sincerely,

Bill Cloutier, LLC

A handwritten signature in black ink, appearing to read "W. M. Cloutier", is written over the typed name.

William M. Cloutier
Managing Member

WMC/ms

Encls: Lawrence Resignation
Articles of Merger
Copy of Unanimous Consent