

LD80000025329

(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:

**L. SELLERS**

DEC - 4 2008

**EXAMINER**

Office Use Only



800138319898

12/04/08--01001--011 \*\*80.00

RECEIVED  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
2008 DEC - 3 PM 4: 09  
NOT REFILED  
TO ACKNOWLEDGE  
SUFFICIENCY OF FILING

FILED  
08 DEC - 3 AM 8: 47  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** SUNZ Holdings, 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:

Steven M. Malono, Esq.

(Contact Person)

Pennington Law Firm

(Firm/Company)

215 S. Monroe St, 2nd Floor

(Address)

Tallahassee, FL 32301

(City, State and Zip Code)

For further information concerning this matter, please call:

Steven M. Malono

(Name of Contact Person)

at ( 850 ) 222-3533

(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

⊗ Please  
call when  
ready for  
Pick up.

ASK for  
Angie.  
Thanks!  
12/3/08

**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>
SUNZ Group, LLC	Florida	Limited Liability Co.
LD3-31305		

**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>
SUNZ Holdings, LLC	Florida	Limited liability Co.
LD8-25329		

**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:

**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:

N/A

**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: \_\_\_\_\_

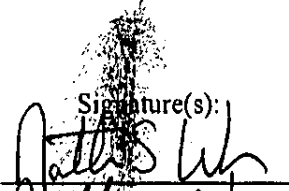
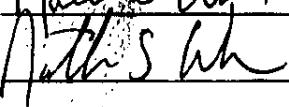
\_\_\_\_\_  
\_\_\_\_\_

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:
SUNZ Group, LLC		Nathan Ward
SUNZ Holdings, LLC		Nathan Ward

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
--	---------

## 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>
SUNZ Group, 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>
SUNZ Holdings, LLC	Florida	Limited Liability Co.

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

Upon the filing of the Certificate of Merger with the Secretary of State, SUNZ Group, LLC will merge with and into SUNZ Holdings, LLC, with SUNZ Holdings LLC being the surviving entity. SUNZ Group, LLC is currently wholly owned by SUNZ Holdings, LLC, and because SUNZ Holdings, LLC was essentially formed to facilitate a recent acquisition of SUNZ Group, LLC, there is no longer a need for the continued existence of SUNZ Group, LLC. Any and all assets and liabilities of SUNZ Group, LLC shall, upon the merger, become the direct assets and liabilities of SUNZ Holdings, LLC. The current ownership percentages of members of SUNZ Holdings, LLC will not change as a result of the merger.

*(Attach additional sheet if necessary)*

08 DEC -3 AM 8:47  
SUNZ HOLDINGS, LLC

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:

---

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:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

5 of 6

68 DEC -3 AM 8:47

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

*(Attach additional sheet if necessary)*

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

N/A

*(Attach additional sheet if necessary)*