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Nov 19 2009

Daniel Hicks, P.A.

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Division of Corporations

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To: Division of Corporations
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TALLAHASSEE, FLORIDA

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****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: apasch@secondwindracing.net

MERGER OR SHARE EXCHANGE
Second Wind Racing, LLC

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$58.75

CF 50.00
CC 30.00
80.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDACERTIFICATE (ARTICLES) OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY

The following Certificate of Merger is submitted to merge a State of Connecticut Limited Liability Company into the following Florida Limited Liability Company 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>
Second Wind Racing, LLC	State of Connecticut 183 Providence New London Turnpike North Stonington, CT 06359	Limited Liability Company
Second Wind Racing, LLC	State of Florida 1980 SW 80 th Street Ocala, FL 34476	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>
Second Wind Racing, LLC	State of Florida 1980 SW 80 th Street Ocala, FL 34476	Limited Liability Company

THIRD: The attached plan of merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes, and Chapter 613, Connecticut 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: November 17, 2009.

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. 608.4361 - 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: N/A.

- 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:

Second Wind Racing, LLC, a
Florida Limited Liability Company

By: 
Alan J. Pesch

Alan J. Pesch - Sole Member

Second Wind Racing, LLC, a
Connecticut Limited Liability Company

By: 
Alan J. Pesch

Alan J. Pesch - Sole Member

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>
Second Wind Racing, LLC	State of Connecticut 183 Providence New London Turnpike North Stonington, CT 06359	Limited Liability Company
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SECOND: The exact name, form/entity type, and jurisdiction of the surviving party as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Second Wind Racing, LLC	State of Florida 1980 SW 80 th Street Ocala, FL 34476	Limited Liability Company

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

On the effective date of the merger, the separate existence of the merged limited liability company ("Merged LLC") shall cease, and the surviving limited liability company ("Surviving LLC") shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Merged LLC without the necessity for any separate transfer. The Surviving LLC shall thereafter be responsible and liable for all liabilities and obligations of the Merged LLC, and neither the rights of creditors nor any liens on the property of the Merged LLC shall be impaired by the merger.

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 is as follows:

Alan J. Pesch is the sole Member of Second Wind Racing, LLC, a Connecticut limited liability company ("Merged LLC"), and the sole Member/Manager of Second Wind Racing, LLC, a Florida limited liability company ("Surviving LLC"), and upon merger Alan J. Pesch shall be the sole Member and Member Manager of the surviving Second Wind Racing, LLC, a Florida limited liability company, whose address is 1980 SW 80th Street, Ocala, Florida 34476. No membership certificates have been issued in either company and upon the merger, the Merged LLC automatically loses the right to issue any Membership Interest and all outstanding Membership Interest of the Surviving LLC shall continue to be owned by Alan J. Pesch.

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 other securities of the survivor, in whole or in part, into cash or other property is as follows: None.

FIFTH: Any statements that are required by the laws under which each other business entity is formed.

organized, or incorporated are as follows:

Both Florida Statutes Chapter 608 and Connecticut Chapter 613, ss.34-193 through 34-198, inclusive, provide that a limited liability company in its respective jurisdiction may merge with or into a limited liability company under the laws of that state or any state if the laws effecting the merger of each state jurisdiction are complied with.

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

The Plan of Merger may be executed in duplicate and in any number of counterparts and each such counterpart shall constitute an original.

The Articles of Organization and Operating Agreement of the Surviving LLC shall continue to be its Articles of Organization and Operating Agreement following the Effective Date of the Merger, without change by virtue of this Plan of Merger.

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