

LOG000084433

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

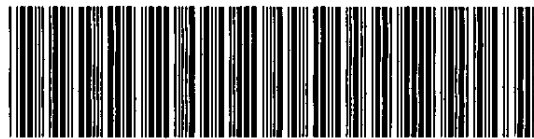
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700139239027

12/24/08--01016--018 **125.00

RECEIVED
FEB 24 2009
FILING OFFICE

08 DEC 24 PM 4: 23

FILED

S. HAWKES

DEC 29 2008

EXAMINER

MARKS GRAY

PROFESSIONAL ASSOCIATION
ATTORNEYS AT LAW
EST. 1899

VICTOR M. HALBACH, JR.
JOHN B. KENT
GERALD W. WEEDON*
JOHN R. CRAWFORD
NICHOLAS V. PULIGNANO, JR.
WILLIAM M. CORLEY
JEPHTHA F. BARBOUR
SUSAN S. ERDELYI
STEPHEN B. GALLAGHER
FREDERICK H. KENT, III
L. JOHNSON SARBER, III
ALLISON H. HAUSER
MARIANNE LLOYD AHO
EDWARD L. BIRK
GISELLE CARSON
PAUL E. BUEKER

1200 RIVERPLACE BOULEVARD
SUITE 800
JACKSONVILLE, FLORIDA 32207

3101 SAWGRASS VILLAGE CIRCLE
PONTE VEDRA BEACH, FLORIDA 32082

REPLY TO: POST OFFICE BOX 447
JACKSONVILLE, FLORIDA 32201

TELEPHONE (904) 398-0900
TELECOPIER (904) 399-8440

*BOARD CERTIFIED - CIVIL TRIAL
BOARD CERTIFIED - BUSINESS LITIGATION
EMAIL: GWEEDON@MARKSGRAY.COM

MICHAEL D. MCCOY
MICHAEL B. BITTNER
STELLA J. LANE
TANYA M. DAVIS
MEAGAN L. LOGAN
PETER A. CONTRERAS

JAMES C. RINAMAN, JR.
H. FRANKLIN PERRITT, JR.
KIM L. MCCALL
ROBERT H. STURGESS
JUDITH A. GUTHRIE
OF COUNSEL

RICHARD P. MARKS (1876-1942)
SAM R. MARKS (1885-1873)
HARRY T. GRAY (1890-1875)
FRANCIS P. CONROY II (1912-1991)
DELBIDGE L. GIBBS (1917-1992)

December 22, 2008

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, FL 32314

Re: Virginia Electronic & Lighting Corporation, an Ohio
Corporation, and Virginia Electronic & Lighting, LLC
Our File No.: 23335

Dear Sir/Madam:

Enclosed herewith please find an original Articles of Merger between the two above-referenced entities to be filed with the Secretary of State. Also enclosed is our firm's check in the total amount of \$125 to cover the costs of filing of the Articles of Merger (with two entities, \$70) and to obtain a Certificate of Merger (\$50). Please forward the Certificate of Merger to this office.

Thank you in advance for your cooperation. If anything further is needed, please do not hesitate to contact me.

Yours very truly,

MARKS GRAY, P.A.



Gerald W. Weedon

GWW/slw
Enclosure
c: Mr. Gregory Stepp

ARTICLES OF MERGER
OF
VIRGINIA ELECTRONIC & LIGHTING CORPORATION, F94-3618
AN OHIO CORPORATION, INTO VIRGINIA ELECTRONIC & LIGHTING, LLC, A
FLORIDA LIMITED LIABILITY COMPANY L08-84433

Virginia Electronic & Lighting Corporation, an Ohio corporation, and Virginia Electronic & Lighting, LLC, a Florida limited liability company, enter into and hereby approve, adopt and submit the following Articles of Merger for the purposes of merging the Ohio Corporation into the Florida limited liability corporation.

ARTICLE I

Virginia Electronic & Lighting Corporation, an Ohio corporation (VELCORP) and Virginia Electronic & Lighting, LLC (LLC) hereby agree that effective as of December 31, 2008 at 11:59 p.m., VELCORP shall be merged with and into LLC.

ARTICLE II

LLC shall be the surviving corporation of this merger and, after the merger, shall utilize the name of Virginia Electronic & Lighting, LLC (the "Surviving Corporation").

ARTICLE III

The Plan of Merger is attached hereto as Exhibit A. The Plan of Merger was duly adopted and approved as follows:

- a. There are 66,813 shares of common stock authorized and issued in VELCORP. Each shareholder has one vote. Approval of the Plan of Merger was by majority vote at a meeting of all shareholders of VELCORP dated September 19, 2008.
- b. There are 66,813 units authorized and issued in LLC. Each member has a percentage of ownership equal to his units' ownership interest in the LLC. Approval of the Plan of Merger was by majority vote at a meeting of all members of the LLC held December 22, 2008.

ARTICLE IV

The effective date of the merger is December 31, 2008 at 11:59 p.m.

ARTICLE V

The address of the principle office of the surviving corporation is 210 North Ridgcrest Lane, Jacksonville, Florida 32259.

ARTICLE VI

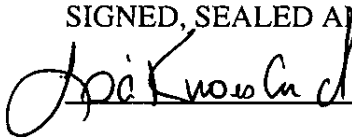
The surviving entity is deemed to have appointed the Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting members or shareholder of each of the entities that is a party to the merger.

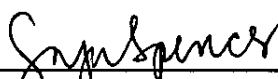
ARTICLE VII

There are no dissenting members or shareholders of either entity that is a party to the merger. Therefore no one is entitled to any payment under Florida Statutes 607.1302.

IN WITNESS WHEREOF the undersigned officers of VELCORP and LLC respectively have executed this Article of Merger pursuant to all authority duly vested in them by the Board of Directors and shareholders or the Managing Member and members respectively of such business entities.

SIGNED, SEALED AND DELIVERED in the presence of:





WITNESSES

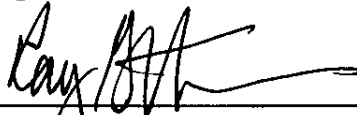
**VIRGINIA ELECTRONIC & LIGHTING
CORPORATION, an Ohio Corporation**



By: Gregory Stepp
Its: President/Secretary

FILED
08 DEC 24 4:23
SECRETARY OF STATE
JACKSONVILLE, FLORIDA

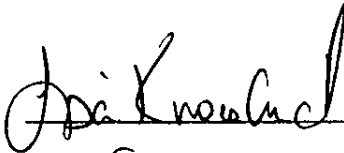
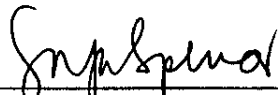
Attesting:



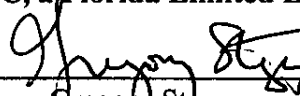
By: Ray Stephens
Its: Treasurer

Corp Seal:

FILED
08 DEC 24 PM 4:33
TALLAHASSEE, FLORIDA

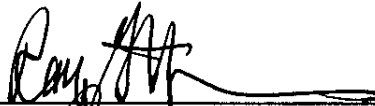


WITNESSES

**VIRGINIA ELECTRONIC & LIGHTING,
LLC, a Florida Limited Liability Company**



By: Gregory Stepp
Its: Managing Member

Attesting:



By: Ray Stephens
Its: Treasurer

Corp Seal:

PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, dated the 19th day of September, 2008, by and between **VIRGINIA ELECTRONIC & LIGHTING CORPORATION**, an Ohio corporation ("Velcorp"), and **VIRGINIA ELECTRONIC & LIGHTING, L.L.C.**, a Florida limited liability company ("**The LLC**").

WHEREAS, Velcorp is a corporation duly organized and existing under the laws of the State of Ohio, and

WHEREAS, The LLC is a limited liability company organized and existing under the laws of the State of Florida, and

WHEREAS, Velcorp and The LLC have agreed that Velcorp shall merge into The LLC upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the applicable laws of the State of Florida.

NOW THEREFORE, in consideration of the mutual covenants, agreements and provisions contained in this Agreement, and in order to consummate the transactions described above, Velcorp and The LLC, the constituent corporations to this Agreement, agree as follows:

1. Velcorp and The LLC shall be merged into The LLC, as a single company, upon the terms and conditions of this Agreement, and that The LLC shall continue under the laws of the State of Florida as the surviving corporation (the "**Surviving LLC**").

(a) The purposes, the registered agent, the address of the registered office, the number of Managing Member and the Units of the Surviving LLC shall be as appears in the Articles of Organization of The LLC, as on file with the office of the Secretary of State of the State of Florida on the date of this Agreement. The terms and provisions of the said Articles of Organization are incorporated into this Agreement. From and after the effective date and until further amended, altered or restated as provided by law, the Articles of Organization, separate and apart from this Agreement, shall be and may be separately certified as the Articles of Organization of the Surviving LLC.

(b) The Operating Agreement of The LLC, in effect on the effective date shall be the Operating Agreement of the Surviving LLC until it shall be altered, amended or repealed or until a new Operating Agreement is adopted as provided in it.

(c) The entity which, upon the effective date of the merger, shall constitute Managing Member of the Surviving LLC, shall be the entity constituting the Managing Member of The LLC, on the effective date.

2. This Agreement shall be submitted to the members of The LLC, and to the Stockholders of Velcorp at meetings of the members and Stockholders, respectively, on September 19, 2008 (or at such later date as the Managing Member of The LLC, and the Board of Directors of Velcorp, shall mutually approve) and, if it is adopted and approved in accordance with the laws of the States of Florida and Ohio, as promptly as practicable thereafter, the fact that this Agreement has been adopted and approved as above provided shall be certified by their respective secretaries, and this Agreement and appropriate Articles of Merger shall be signed, acknowledged and filed pursuant to the laws of the States of Florida and Ohio. The merger of Velcorp into The LLC shall become effective at 11:59 p.m., December 31, 2008. The date on which the merger of Velcorp into The LLC becomes effective is called in this instrument the "effective date" of the merger.

3. When this Agreement shall have been approved, signed and acknowledged, the separate existence of Velcorp, shall cease and shall be merged into the Surviving LLC in accordance with this Agreement, and the Surviving LLC shall continue unaffected and unimpaired by the merger and shall possess all of the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations, both of a public or private nature, and shall be subject to all the restrictions, disabilities and duties of each of the constituent corporations so merged, and all and singular the rights, privileges, powers, franchises, patents, trademarks, licenses and registrations of each of the constituent corporations; and all property, real, personal and mixed, and all debts due to either of the constituent corporations on whatever account as well as for stock subscriptions and all other things in action or belonging to each of the constituent corporations shall be vested in the Surviving LLC; and all property, rights, privileges, powers, franchises, patents, trademarks, licenses and registrations and every other interest thereafter shall be as effectually the property of the Surviving LLC as they were of the respective constituent corporations; and the title to any real estate, whether vested by deed or otherwise in either of the constituent corporations under the laws of the State of Florida, or any other state where real estate may be located, 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 of any of the constituent corporations shall be preserved unimpaired; and all debts, liabilities and duties of the constituent corporations shall then attach to the Surviving LLC and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.

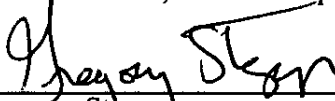
4. The number of ownership Units of The LLC, is 100,000 Units, with a Unit value of \$1.00 per Unit, of which one (1) Unit is issued and outstanding. The number of authorized shares of the capital stock of Velcorp is 100,000 shares of common stock of a par value of \$1.00 per share, of which 66,813 shares are issued and outstanding. Upon approval, the capital stock of Velcorp shall be completely canceled, and each shareholder of Velcorp shall receive an equal number of Units of membership interest in The LLC, which each shareholder formerly held in Velcorp.

5. Following the adoption of this Agreement by the members of The LLC, and the shareholders of Velcorp, the merger, transfer of assets from Velcorp, to The LLC, assumption of obligations and liabilities of Velcorp by the LLC, shall all be effective, with its adoption by the member and Stockholders of each corporation duly certified by the secretaries thereof.

IN WITNESS WHEREOF, the parties to this Plan and Agreement of Merger have caused the same to be duly executed by their respective authorized officers.

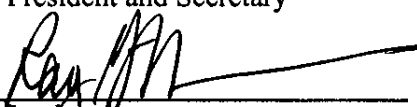
**VIRGINIA ELECTRONIC & LIGHTING
CORPORATION**, an Ohio corporation

By



Gregory Stepp,
President and Secretary

Attest:



Ray Stephens,
Treasurer

VIRGINIA ELECTRONIC & LIGHTING, L.L.C.,
A Florida limited liability company

By: Gregory Stepp
Gregory Stepp, Its Managing Member

FILED
08 DEC 24 PM 4:25
CLERK OF DISTRICT COURT
JACKSONVILLE, FLORIDA

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared Gregory Stepp and Ray Stephens, known to be the persons described in and who executed the foregoing instrument as President/Director and Secretary/Director, respectively, of **VIRGINIA ELECTRONIC & LIGHTING CORPORATION**, an Ohio corporation, and who acknowledged before me that she executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 12 day of December, 2008.



Lisa Knoernschild
Notary Public, State of Florida
at Large. My comm. expires:

STATE OF FLORIDA
COUNTY OF DUVAL

Before me personally appeared appeared Gregory Stepp, known to be the person described in and who executed the foregoing instrument as the duly appointed and acting Managing Member of **VIRGINIA ELECTRONIC & LIGHTING, L.L.C.**, a Florida limited liability company, and who acknowledged before me that he executed the same as such officers in the name of and on behalf of said corporation.

WITNESS my hand and official seal this 12 day of December, 2008.



Lisa Knoernschild
Notary Public, State of Florida
At Large. My Commission Expires: