

LD80000084864

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

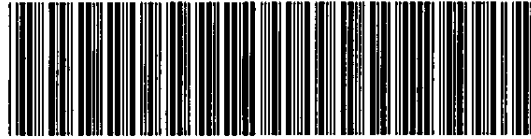
(Business Entity Name)

(Document Number)

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DIVISION OF CORPORATIONS  
2015 SEP 18 AM 10:20

*Merger*

SEP 23 2015

I ALBRITTON

## The Law Offices of Jason A. Burgess, LLC

Other Offices Available  
by Appointment:

Daytona Beach  
Orlando  
Tampa  
West Palm Beach  
Miami  
Tallahassee

### Your Business Attorney

118 West Adams Street, Suite 900  
Jacksonville, Florida 32202

Telephone:  
(904) 354-5065  
(386) 878-0001  
(407) 404-5286  
(813) 384-6699

E-Mail:  
jason@  
jasonaburgess.com

September 16, 2015

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

Re: Merger Between Original Piece, LLC and Original Piece Holdings, LLC

To Whom It May Concern:

Attached is Check 2420 in the amount of \$50.00 for the merger of Original Piece, LLC and Original Piece Holdings, LLC. Also attached are the Articles of Merger and Agreement and Plan of Merger. Please let me know if you need anything at all.

Sincerely,

Jason A. Burgess  
Attorney at Law

Enclosures: Check 2420, Articles of Merger and Agreement and Plan of Merger

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Original Piece, 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:

Jason A. Burgess

\_\_\_\_\_  
Contact Person

The Law Offices of Jason A. Burgess, LLC

\_\_\_\_\_  
Firm/Company

118 West Adams Street, Ste. 900

\_\_\_\_\_  
Address

Jacksonville, Florida 32202

\_\_\_\_\_  
City, State and Zip Code

jason@jasonAburgess.com

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

For further information concerning this matter, please call:

Jason A. Burgess

at ( 904 ) 354-5065

\_\_\_\_\_  
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

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

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
Original Piece Holdings, LLC	Florida (L14000103976)	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>
Original Piece, LLC	Florida (L08000084864)	Limited Liability Company

**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).

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**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:

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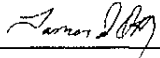
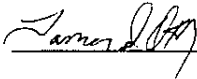
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**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**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:

**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:	Signature(s):	Typed or Printed Name of Individual:
Original Piece, LLC		Tamara D. Oakley, Manager
Original Piece Holdings, LLC		Tamara D. Oakley, Manager

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

<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

AGREEMENT AND PLAN OF MERGER

FOR

**ORIGINAL PIECE, LLC**

a Florida limited liability limited partnership  
(Surviving Entity)

And

**ORIGINAL PIECE HOLDINGS, LLC**

a Florida limited liability limited partnership  
(Merging Entity)

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September 15, 2015

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## AGREEMENT AND PLAN OF MERGER

***THIS AGREEMENT AND PLAN OF MERGER*** (this “*Agreement*”) is entered into by and between Original Piece, LLC, a Florida limited liability company, and Original Piece Holdings, LLC, a Florida limited liability company, as of September 15, 2015.

In consideration of the mutual promises and covenants contained in this Agreement, the parties agree as follows:

### **1. The Merger**

- 1.1 Surviving Entity. Upon the time of filing (the “Effective Date”) of an Articles of Merger with the Secretary of State of the State of Florida;
  - 1.1.1 Original Piece Holdings, LLC shall be merged with and into Original Piece, LLC in accordance with Florida Statute 605.1025;
  - 1.1.2 Original Piece, LLC shall be the surviving company of the Merger (hereinafter sometimes called the “Surviving LLC”);
  - 1.1.3 The identity, existence, rights, privileges, powers, franchises, properties and assets of Original Piece, LLC shall continue unaffected and unimpaired by the Merger and shall be vested in the Surviving LLC, and
  - 1.1.4 The identity and separate existence of Original Piece Holdings, LLC shall cease, and all of the rights, privileges, powers, franchises, properties, and assets of Original Piece Holdings, LLC shall vest in the Surviving LLC.
- 1.2 Operating Agreement, Members, Manager and Officers. From and after the Effective Date until amended as provided by law, the Operating Agreement of Original Piece, LLC shall be the Operating Agreement of the Surviving LLC, and the manager[s] and any officers of Original Piece, LLC in office immediately prior to the Effective Date shall become the manager[s] and officers of the Surviving LLC as of the Effective Date.
- 1.3 Membership Interest Conversion. At the Effective Date each membership interest in Original Piece Holdings, LLC outstanding immediately prior to the Effective Date shall, by virtue of the Merger and without any additional action on the part of Original Piece Holdings, LLC or Original Piece, LLC, shall be cancelled and all of the membership interests of the Surviving LLC shall be done in accordance with the percentages of Original Piece Holdings, LLC.

## 2. General

- 2.1 Condition to the Merger. The Merger shall have been duly authorized by both Original Piece, LLC and Original Piece Holdings, LLC prior to the filing of the Articles of Merger with the Secretary of State of the State of Florida effecting the Merger.
- 2.2 Termination. Notwithstanding anything herein or elsewhere to the contrary, this Agreement may be terminated and abandoned at any time before the Effective Date, whether before or after adoption and approval of this Agreement, by the consent of either the members of Original Piece, LLC or the members of Original Piece Holdings, LLC. In the event of such a termination and abandonment, this Agreement shall forthwith become void and neither party nor its respective officers, managers, or members shall have any liability hereunder.
- 2.3 Counterparts. This Agreement may be in any number of counterparts, each of which will be deemed an original, but all of which together will constitute one instrument.

IN WITNESS WHEREOF, the parties have read, understood, executed and acknowledged this *Agreement and Plan of Merger* as of the date first written.

SURVIVING LLC:

**ORIGINAL PIECE, LLC**

a Florida limited liability limited partnership

By: *Manager,*

By: 

9/15/2015

Tamara D. Oakley, an individual

MERGING LLC:

**ORIGINAL PIECE HOLDINGS, LLC**

a Florida limited liability limited partnership

By: *Manager,*

By: 

9/15/2015

Tamara D. Oakley, an individual