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Florida Department of State
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To: Division of Corporations
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From:
Account Name : BUTZEL LONG
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2008 SEP 22 A 8:54
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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

Envont, LLC

| | |
|-----------------------|--------------------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 06 |
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A. LUNT
SEP 23 2008
EXAMINER

\$80.00

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September 19, 2008

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ENVONT, LLC
3073 SOUTH HORSESHOE DR UNIT 101
NAPLES, FL 34104

SUBJECT: ENVONT, LLC
REF: L08000088513

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TALLAHASSEE, FLORIDA

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must contain the terms and conditions of the merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6094.

Agnes Lunt
Regulatory Specialist II

FAX Aud. #: H08000218115
Letter Number: 008A00050818

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

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TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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> |
|-------------|---------------------|-------------------------|
| Envont, LLC | Florida | LLC |
| Envont, LLC | Michigan | 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> |
|-------------|---------------------|-------------------------|
| Envont, LLC | Florida | LLC |

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.

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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:

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: _____

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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.608.4351-608.43593, Florida Statutes.

NINTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|------------------------------|-----------------------|--------------------------------------|
| Envoyt, LLC, a FL LLC | <i>Will. J. Fitts</i> | William J. Fitts, its Manager |
| Envoyt, LLC, a MI LLC | <i>Will. J. Fitts</i> | William J. Fitts, its 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 a member or authorized representative |

Fees:

| | |
|-------------------------------------|---------|
| 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 |

Certified Copy (optional): \$30.00

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TO 918506176380

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2008 SEP 22 2 18 15 3
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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> |
|-------------|---------------------|-------------------------|
| Envont, LLC | Florida | LLC |
| Envont, LLC | Michigan | 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> |
|-------------|---------------------|-------------------------|
| Envont, LLC | Florida | LLC |

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

(Attach additional sheet if necessary)

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FOURTH:

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:

Each Membership Unit held by a Member of the Merging Company shall
be exchanged for one Membership Unit of the Surviving Company, whic
represents the membership interest of the Surviving Company.

(Attach additional sheet if necessary)

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:

There are no rights to acquire any interests or securities outstanding in
the Merging Company.

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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AGREEMENT AND PLAN OF MERGER

FOR

**ENVONT, LLC,
A MICHIGAN LIMITED LIABILITY COMPANY**

INTO

**ENVONT, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

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2008 SEP 22 A 8:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This Agreement and Plan of Merger ("Agreement") is executed as of August, 2008 ("Effective Date"), by and between Envont, LLC, a Michigan limited liability company (the "Merging Company"), and Envont, LLC, a Florida limited liability company (the "Surviving Company").

RECITALS

- A. The Members of the Merging Company and the Members of the Surviving Company have deemed it advisable and in the best interest of their respective Companies to merge the Merging Company with and into the Surviving Company ("Merger").

NOW THEREFORE, in consideration of the mutual benefits to be derived and the conditions and promises herein contained, and intending to be legally bound hereby, the Merging Company and Surviving Company hereby adopt and approve this Agreement and agree as follows:

1. **Merger of Entities.** As of the effective date of the Merger, the Merging Company shall be merged into the Surviving Company in accordance with and subject to the terms and conditions of this Agreement, the provisions of the Florida Limited Liability Company Act, as amended ("FLLCA") and the Michigan Limited Liability Company Act, as amended ("MLLCA"). The Surviving Company and its corporate existence, with all rights, privileges, immunities and franchises appurtenant thereto, shall continue unaffected and unimpaired by the Merger. The existence of the Merging Company with all the rights, privileges, immunities and franchises appurtenant thereto, shall be merged into the Surviving Company, which shall be fully vested therewith in accordance with the FLLCA and the MLLCA. The separate existence and organization of the Merging Company shall cease upon the Effective Date. The name of the Surviving Company shall be "Envont, LLC" as of the Effective Date.

2. **Articles of Organization and Operating Agreement.** From and after the Effective Date, the Articles of Organization and Operating Agreement of the Surviving Company will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the FLLCA.

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3. **Manager.** The Manager of the Surviving Company immediately prior to the Effective Date shall be the initial Manager of the Surviving Company. The initial Manager of the Surviving Company shall hold his position until the election and qualification or appointment of their successors or until their tenure is otherwise terminated in accordance with the Operating Agreement of the Surviving Company.

4. **Exchange and Cancellation of Membership Units.** Each "Membership Unit" representing the Member's Common Membership (as defined in the Merging Company's Operating Agreement) membership interest of the Merging Company which is outstanding as of the Effective Date, by virtue of the merger, shall be converted into and exchanged for one Membership Unit of Common Membership (as defined in the Surviving Company's Operating Agreement) of the Surviving Company. The membership interest distribution shall be set forth in Exhibit A. All issued and outstanding Membership Units in the Merging Company shall be automatically and by operation of law cancelled and all certificates evidencing the ownership of said Membership Units shall be void and of no effect. As of the Effective Date of the Merger, there are neither any outstanding Preferred Membership Units (as defined in the Merging Company's Operating Agreement) of the Merging Company, nor is there any contract, commitment, option or agreement relating to the issuance or redemption of any Preferred Membership Units.

5. **Effects of the Merger.** As of the Effective Date, all the rights, privileges, immunities, powers and purposes and all the property, real and personal, causes of action and every other asset of the Merging Company, shall be vested in the Surviving Company, without further act or deed. The Surviving Company shall assume and be liable for all the liabilities, obligations and penalties of the Merging Company.

6. **Required Filings.** The Surviving Company and the Merging Company shall, in accordance with this Agreement have caused to be executed and have filed and/or recorded any document or documents prescribed by the laws of the State of Florida and by the laws of the State of Michigan and have performed all necessary acts therein and elsewhere to effectuate the merger.

7. **Authorization.** The Members and the Manager of the Surviving Company and the Merging Company have been authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Agreement or of the merger herein provided for.

ENVONT, LLC,
a Florida limited liability company



By: William J. Fitts
Its: Manager

ENVONT, LLC,
a Michigan limited liability company



By: William J. Fitts
Its: Manager

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EXHIBIT A
MEMBERSHIP UNIT DISTRIBUTION

| Member | Common Membership Units in Merging Company | Common Membership Units in Surviving Company |
|---|---|---|
| William Fitts Trust Dated June 6, 2006 | 152,000 | 152,000 |
| JNS Solutions, Inc. | 80,000 | 80,000 |
| James J. DeLuca | 16,000 | 16,000 |
| Gary D. Tucker II | 40,000 | 40,000 |
| Joseph R.A. Pandiscio | 4,000 | 4,000 |
| George W. Wilson | 6,000 | 6,000 |
| Donald Ewing | 4,000 | 4,000 |
| Teresa Wilson (previously Bear) | 4,000 | 4,000 |
| Play Nation USA, LLC | 4,000 | 4,000 |
| Gary L. Hazelett Revocable Trust dated 4/30/2007 | 12,000 | 12,000 |
| Lorine R. Hazelett Revocable Trust dated 4/30/2007 | 12,000 | 12,000 |
| Craig Hazelett | 6,000 | 6,000 |
| Laura Hazelett | 6,000 | 6,000 |
| Kenneth L. Wilson | 14,000 | 14,000 |

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