

L09000042310

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

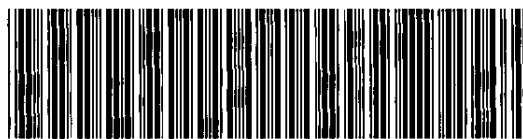
(Document Number)

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09 MAY -8 AM 11:57  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE

MAY 11 2009

EXAMINER

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6 May 2009

**VIA FEDERAL EXPRESS**

Florida Department of State  
Division of Corporations  
Registration Section  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Certificate and Articles of Merger for Filing

Dear Sir or Madam:

Enclosed is a Certificate and Articles of Merger dated April 29, 2009 for the merger of Groskopf Family LLC, a Wisconsin limited liability company, with and into Romar Family LLC, a Florida limited liability company, with the surviving entity to be Romar Family LLC with a change of name pursuant to Article 2, Section 5, of the Certificate and Articles of Merger, to Groskopf Family LLC. Also enclosed is our check in the amount of \$50 for the filing fee.

We are also simultaneously filing the Certificate and Articles of Merger with the Wisconsin Department of Financial Institutions. Please confirm your acceptance and filing of the Certificate and Articles of Merger by either return mail or by email directly to me. I invite you to call if you should have any questions.

Sincerely,

A handwritten signature in black ink, appearing to read "Richard W. Pitzner", with a long horizontal line extending to the right.

Richard W. Pitzner

RWP:mcp

091108

FL Dept of State lt2

Enclosures

cc: Mr. Ronald Groskopf (via email)  
Mr. Kim Dooyema (via email)

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TALLAHASSEE, FLORIDA

**CERTIFICATE AND  
ARTICLES OF MERGER**

**for merger of**

**Groskopf Family LLC, a Wisconsin  
limited liability company**

**with and into**

**Romar Family LLC, a Florida  
limited liability company**

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**ARTICLE 1**

**Entities to be Merged; Approval of Merger**

**Section 1. Names of Entities and Governing Jurisdictions.** Groskopf Family LLC, a limited liability company formed and existing under the laws of the state of Wisconsin ("Wisconsin LLC") shall be merged with and into Romar Family LLC, a limited liability company recently formed and existing under the laws of the state of Florida ("Florida LLC"). The purpose of the merger of the Wisconsin LLC with and into the Florida LLC is to change the legal situs of the Wisconsin LLC to the state of Florida.

**Section 2. Approval.** The Managing Member of the Florida LLC has approved the merger in accordance with § 608.4381(1), F.S., and the members of the Wisconsin LLC entitled to vote have approved the merger by consent resolution in accordance with § 183.1202(1), Wis. Stats.

**ARTICLE 2**

**Plan of Merger**

**Section 1. Surviving Entity.** The Wisconsin LLC shall be merged with and into the Florida LLC pursuant to §§ 183.1201, 183.1202, 183.1203, 183.1204, and 183.1205, Wis. Stats., and §§ 608.438, 608.4381, 608.4382, and 608.4383, F.S. The Florida LLC shall be the surviving entity and the legal existence of the Wisconsin LLC shall cease on the effective date of merger.

**Section 2. Effective Time and Date.** The merger shall be effective at 12:01 a.m. on the date this Certificate and Articles of Merger are filed with the Florida Department of State, Division of Corporations, following the filing of this Certificate and Articles of Merger with the Wisconsin Department of Financial Institutions.

**Section 3. Ownership Interests; Operating Agreement.** The Florida LLC does not have any capital and was just organized under Florida law as the vehicle to merge the

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Wisconsin LLC into the Florida LLC to change the state of organization of the Wisconsin LLC from Wisconsin to Florida. Accordingly, the ownership interests in the Wisconsin LLC shall be converted into identical issued and outstanding ownership interests in the Florida LLC upon the effective date of merger and the Restated Operating Agreement of the Wisconsin LLC shall become the Operating Agreement of the Florida LLC except for amendments thereto necessary to conform to Chapter 608, F.S., the Florida limited liability company law.

**Section 4. Effect of Merger.** The Articles of Organization of the Florida LLC shall be the governing document of the Florida LLC as the surviving entity. All assets and liabilities of the Wisconsin LLC shall be vested in the Florida LLC by operation of law upon the effective date of merger pursuant to § 183.1205, Wis. Stats., and § 608.438, F.S. The Wisconsin LLC does not have a fee simple ownership interest in any Wisconsin real estate.

**Section 5. Name of Surviving Entity.** The name of the Florida LLC, as the surviving entity, shall be changed to "Groskopf Family LLC" on the effective date of merger and the surviving entity shall henceforth be known as "Groskopf Family LLC" as authorized by § 608.438(4), F.S., without further amendment of the Articles of Organization of the Florida LLC.

### **ARTICLE 3**

#### **Execution and Filing**

**Section 1. Filing.** Upon execution of this Certificate and Articles of Merger of both the Wisconsin LLC and the Florida LLC this document shall be filed with the Wisconsin Department of Financial Institutions and thereafter with the Florida Department of State, Division of Corporations.

**Section 2. Execution.** The undersigned, Ronald L. Groskopf, certifies that he is authorized to execute this Certificate and Articles of Merger on behalf of the Wisconsin LLC and the Florida LLC.

**IN WITNESS WHEREOF**, this Certificate and Articles of Merger is executed as of the 29 day of April, 2009.

**Groskopf Family LLC**

By: 

Ronald L. Groskopf  
Manager and Authorized Member

**Romar Family LLC**

By: 

Ronald L. Groskopf, Managing Member

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