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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



33 East Main Street  
Suite 300  
Madison, WI 53703-3095

**Mailing Address:**

P.O. Box 2038  
Madison, WI 53701-2038

**Phone:**

608.257.7181

**Fax:**

608.257.2508

www.murphydesmond.com

**Richard W. Pitzner**  
Direct Line 608.268.5568  
Facsimile 608.257.2508  
rpitzner@murphydesmond.com

23 April 2012

**VIA FEDERAL EXPRESS**

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

Re: Certificate and Articles of Merger for Filing

Dear Sir or Madam:

Enclosed are duplicate originals of a Certificate and Articles of Merger for the merger of Groskopf Family LLC, a Florida limited liability company, with and into Romar Family, LLC, a Colorado limited liability company to be effective at 11:59 p.m. on April 30, 2012 pursuant to Article 2, Section 2. We are also enclosing our check in the amount of \$50.00 for the filing fee.

Please return the file stamped Certificate and Articles of Merger to me in the enclosed Federal Express envelope so we may thereafter file with the Colorado Secretary of State.

Sincerely,

A handwritten signature in black ink, appearing to read "Richard W. Pitzner", written over a horizontal line.

Richard W. Pitzner

RWP:mcr  
25313.120785  
FL Sec of State lt  
Enclosures

cc: Mrs. Marcia Groskopf (via email)  
Mr. Kim Dooyema (via email)

**CERTIFICATE AND  
ARTICLES OF MERGER**

FILED

12 APR 24 PM 3: 06

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**for merger of**

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

**with and into**

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

**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 Florida ("Florida 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 Colorado ("Colorado LLC"). The purpose of the merger of the Florida LLC with and into the Colorado LLC is to change the legal situs of the Florida LLC to the state of Colorado.

**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 Colorado LLC entitled to vote have approved the merger by consent resolution in accordance with § 7-80-1003, C.R.S.

**ARTICLE 2**

**Plan of Merger**

**Section 1. Surviving Entity.** The Florida LLC shall be merged with and into the Colorado LLC pursuant to §§ 608.438, 608.4381, 608.4382, and 608.4383, F.S. and §§ 7-80-1003 and 7-80-1004, C.R.S. The Colorado LLC shall be the surviving entity and the legal existence of the Florida LLC shall cease on the effective date of merger.

**Section 2. Effective Time and Date.** The merger shall be effective at 11:59 p.m. on April 30, 2012 following the date this Certificate and Articles of Merger is filed with the Colorado Secretary of State and with the Florida Department of State, Division of Corporations.

**Section 3. Ownership Interests; Operating Agreement.** The Colorado LLC does not have any capital and was just organized under Colorado law as the vehicle to merge the Florida LLC into the Colorado LLC to change the state of organization of the Florida LLC from Florida to Colorado. Accordingly, the ownership interests in the Florida LLC shall be

converted into identical issued and outstanding ownership interests in the Colorado LLC upon the effective date of merger and the Restated Operating Agreement of the Florida LLC shall become the Operating Agreement of the Colorado LLC except for amendments thereto necessary to conform to the Colorado Limited Liability Company Act.

**Section 4. Effect of Merger.** The Articles of Organization of the Colorado LLC shall be the governing document of the Colorado LLC as the surviving entity. All assets and liabilities of the Florida LLC shall be vested in the Colorado LLC by operation of law upon the effective date of merger pursuant to § 608.438, F.S. and § 7-80-1004, C.R.S. The Florida LLC does not have a fee simple ownership interest in any Florida real estate.

**Section 5. Name and Address of Surviving Entity.** The name of the Colorado 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 § 7-80-1003, C.R.S. without further amendment of the Articles of Organization of the Colorado LLC and shall have 610 County Road 502, Bayfield, CO 81122 as its principal place of business.

### **ARTICLE 3**

#### **Execution and Filing**

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

**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 Florida LLC and the undersigned, Marcia Groskopf, certifies that she is authorized to execute this Certificate and Articles of Merger on behalf of the Colorado LLC.

**IN WITNESS WHEREOF**, this Certificate and Articles of Merger is executed as of the 9<sup>th</sup> day of April, 2012.

**Groskopf Family LLC**

By: Ronald L. Groskopf  
Ronald L. Groskopf  
Manager and Authorized Member

**Romar Family, LLC**

By: Marcia Groskopf  
Marcia Groskopf, Managing Member

FILED  
APR 24 PM 3:06  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA