

L09000048595

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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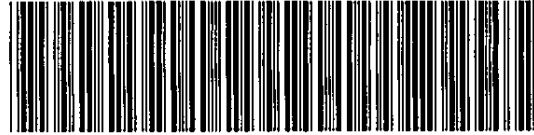
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/22/09--01018--019 **110.00

RECEIVED
09 MAY 22 PM 12:01
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

B. KOHR
MAY 22 2009
EXAMINER

FILED
09 MAY 22 PM 1:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-14

FILED
09 MAY 22 PM 1:15
TALLAHASSEE, FLORIDA

CONTACT: RICKY SOTO

DATE: 05/22/2009

REF. #: 000171.104619

CORP. NAME: DAKOTA ENTERPRISES, L.L.C. (a Missouri LLC) merging into DAKOTA EQUITY PARTNERS, LLC

- | | | |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION | <input type="checkbox"/> ARTICLES OF AMENDMENT | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME |
| <input type="checkbox"/> FOREIGN QUALIFICATION | <input type="checkbox"/> LIMITED PARTNERSHIP | <input type="checkbox"/> LIMITED LIABILITY |
| <input type="checkbox"/> REINSTATEMENT | <input checked="" type="checkbox"/> MERGER | <input type="checkbox"/> WITHDRAWAL |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION | | |
| <input type="checkbox"/> OTHER: | | |

STATE FEES PREPAID WITH CHECK# 530388 FOR \$ 110.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

_____ COST LIMIT: \$ _____

PLEASE RETURN:

- ☒ CERTIFIED COPY (2 SETS NEEDED) ☐ PLAIN STAMPED COPY
☐ CERTIFICATE OF STATUS

Examiner's Initials

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

FILED
09 MAY 22 PM 1:15
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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>
Dakota Enterprises, L.L.C.	Missouri	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>
Dakota Equity Partners, LLC	Florida	limited liability company

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.

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:

Annette F. Colvin

7557 Ripplepointe Way

Windermere, Florida 34786

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: Annette F. Colvin

7557 Ripplepointe Way

Windermere, Florida 34786

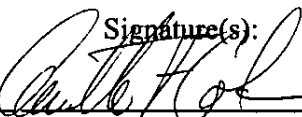

Mailing address: Annette F. Colvin

7557 Ripplepointe Way

Windermere, Florida 34786

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.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Dakota Enterprises, L.L.C.		Annette F. Colvin
Dakota Equity Partners, LLC		Annette F. Colvin

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

<u>Fees:</u>	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

<u>Certified Copy (optional):</u>	\$30.00
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**AGREEMENT AND PLAN OF MERGER
OF DAKOTA ENTERPRISES, L.L.C.
WITH AND INTO DAKOTA EQUITY PARTNERS, LLC**

THIS AGREEMENT AND PLAN OF MERGER (the "**Plan of Merger**") is entered into this 1st day of May, 2009, by and between DAKOTA ENTERPRISES, L.L.C., a Missouri limited liability company ("**Dakota Enterprises**"), and DAKOTA EQUITY PARTNERS, LLC, a Florida limited liability company ("**Dakota Equity**").

R E C I T A L S

WHEREAS, the Members of Dakota Enterprises and the Members of Dakota Equity have resolved that Dakota Enterprises shall be merged, pursuant to the Florida Limited Liability Act and the Missouri Limited Liability Act, with and into Dakota Equity, which limited liability company will be the "**Surviving Entity**."

NOW THEREFORE, in consideration of the premises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto hereby agree in accordance with the Florida Limited Liability Company Act with the following terms and conditions:

1. Recitals. The recitals as set forth above are true and correct and are hereby incorporated herein by reference.
2. Merger. The Members of Dakota Enterprises and the Members of Dakota Equity hereby agree that Dakota Enterprises, at the Effective Date (as hereinafter defined), shall be merged with and into Dakota Equity (the "**Merger**").
3. Effects of Merger. On the Effective Date, the separate existence of Dakota Enterprises shall cease and Dakota Enterprises shall be merged with and into Dakota Equity which, as the Surviving Entity, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and be subject to all restrictions, disabilities and duties of Dakota Enterprises and all and singular, the rights, privileges, powers and franchises of Dakota Enterprises, and all property, real, personal and mixed, and all debts due to Dakota Enterprises on whatever account, and all other things in action or belonging to Dakota Enterprises, shall be vested in Dakota Equity, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of Dakota Equity as they were of Dakota Enterprises, and the title to any real estate vested by deed or otherwise under the laws of the State of Florida or any other jurisdiction in Dakota Enterprises shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of Dakota Enterprises shall be preserved unimpaired, and all debts, liabilities and duties of Dakota Enterprises shall thenceforth attach to Dakota Equity and may be enforced against Dakota Equity to the same extent as if said debts, liabilities and duties had been incurred or contracted by Dakota Equity. At any time, or from time to time, after the Effective Date, any Manager or the last Members of

the Surviving Entity may, in the name of Dakota Enterprises, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of Dakota Enterprises' property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

4. Name of Surviving Entity; Articles of Organization; Operating Agreement.

4.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be Dakota Equity Partners, LLC.

4.2 Articles of Organization. The Articles of Organization of Dakota Equity, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Organization of the Surviving Entity until changed or amended as provided by law.

4.3 Operating Agreement. The Operating Agreement of Dakota Equity, as in effect on the date hereof, from and after the Effective Date shall be and continue to be the Operating Agreement of the Surviving Company until changed or amended as provided therein.

5. Tax-Free Reorganization. The Merger of Dakota Enterprises with and into the Surviving Entity is being effected to change the place of organization of Dakota Enterprises from a Missouri limited liability company into a Florida limited liability company and is intended to qualify as a tax-free reorganization pursuant to the terms of Code §368(a)(1)(F) and, therefore, the Surviving Entity shall retain the same federal taxpayer identification number as Dakota Enterprises.

6. Manner and Basis of Converting Membership Interests. As of the Effective Date, and because of the common identity and unity of ownership of the Members of each of Dakota Enterprises and Dakota Equity, the Members of Dakota Enterprises will not receive any further interest in Dakota Equity.

7. Management of Surviving Entity. Management of the Surviving Entity is vested in its Members. The names and business addresses are:

Annette F. Colvin
7557 Ripplepointe Way
Windermere, Florida 34786

Robert T. Strong
1635 Conway Isle Circle
Belle Isle, Florida 32809

8. Miscellaneous.

8.1 Principal Office. The principal office of the Surviving Entity is:

7557 Ripplepointe Way
Windermere, Florida 34786

8.2 Termination. This Plan of Merger may be terminated and the proposed Merger may be abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the Members of Dakota Enterprises or the Members of Dakota Equity, if the Members of Dakota Enterprises or the Members of Dakota Equity duly adopt a resolution abandoning this Plan of Merger.

8.3 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

8.4 Effective Date. The Effective Date of the Merger shall be the date of filing of the Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

Witnesses:

Donna Whitmore

DAKOTA ENTERPRISES:

DAKOTA ENTERPRISES, L.L.C.

By: Annette F. Colvin
Annette F. Colvin, Managing Member

DAKOTA EQUITY:

DAKOTA EQUITY PARTNERS, LLC

By: Annette F. Colvin
Annette F. Colvin, Member

Donna Whitmore
