

L09000056259

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(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
DEC 27 2011
EXAMINER



D. L. Harnish & Associates, LLC
ATTORNEYS AT LAW

December 21, 2011

VIA EXPRESS MAIL

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

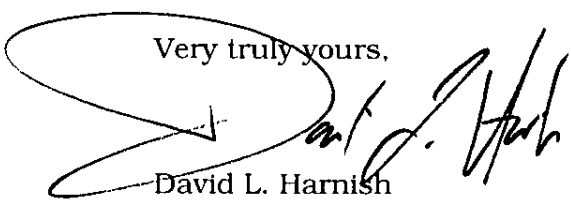
RE: Semilab SDI LLC
FL #L09000056259

Dear Sir/Madam:

Enclosed please find a Certificate of Merger, together with a check in the amount of \$90.00 to cover the filing fees and certified copy charges. Please proceed to file the enclosed Certificate of Merger and return all correspondence and the certified copy to the undersigned.

If you have any questions or need additional information, please do not hesitate to contact me. Thank you.

Very truly yours,



David L. Harnish
Enclosures

cc: Ms. Amy Mueller (with enclosures)

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SEMILAB SDI LLC (FL #L09000056259)

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

David L. Harnish, Esq.

Contact Person

D. L. Harnish & Associates, LLC

Firm/Company

7500 Brooktree Road, Suite 111

Address

Wexford, PA 15090

City, State and Zip Code

dlh@dlharnish.com

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

For further information concerning this matter, please call:

David L. Harnish, Esq.

Name of Contact Person

at (724)

935-3230

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

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

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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

2011 DEC 22 AM 10:37

SECRETARY OF STATE
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>
Solid State Measurements, Inc.	Pennsylvania	Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
<u>L09000056259</u> Semilab SDI 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:

December 31, 2011 at 11:59 p.m.

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:

N/A

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 entitles 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: N/A

Mailing address: N/A

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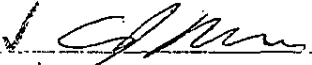

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CLERK, DEPT. OF STATE
TALLAHASSEE, FLORIDA

h.) 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:
Solid State Measurements, Inc.		Chris Moore, President
Semilab SDI LLC		Chris Moore, 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

<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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EXHIBIT "A"

AGREEMENT AND PLAN OF MERGER

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THIS AGREEMENT AND PLAN OF MERGER (this "Plan of Merger") dated this 15 day of December, 2011, is made by and between SOLID STATE MEASUREMENTS, INC., a Pennsylvania corporation ("Solid State Measurements"), and SEMILAB SDI LLC, a Florida limited liability company ("Semilab SDI").

WHEREAS, Solid State Measurements is a corporation duly organized and validly existing under the laws of the Commonwealth of Pennsylvania, having been incorporated on April 30, 1970 (PA Entity No. 334743), under and in accordance with the provisions of the Pennsylvania Business Corporation Law of 1933, as amended and replaced by the Business Corporation Law of 1988, as amended (the "PA-BCL Law"); and

WHEREAS, Semilab SDI is a limited liability company duly organized and validly existing under the laws of the State of Florida, having been organized on June 10, 2009 (FL Entity No. L09000056259), under and in accordance with the provisions of the Florida Limited Liability Company Act, as amended (the "FL-LLC Law"), and having been (or to be) duly registered to do business in the Commonwealth of Pennsylvania under and in accordance with the provisions of the PA-BCL Law; and

WHEREAS, both Solid State Measurements and Semilab SDI are under common ownership; and

WHEREAS, Solid State Measurements has ceased to do business; and

WHEREAS, as a result, the common owner desires to merge Solid State Measurements with and into Semilab SDI under and in accordance with the provisions of this Agreement, PA-BCL Law and FL-LLC Law.

NOW, THEREFORE, in consideration of the foregoing recitals and of the terms and conditions hereinafter set forth, the parties hereto, with the intent to be legally bound hereby, mutually agree to merge the parties hereto upon the following terms and conditions:

1. The recitals set forth above are incorporated herein by reference.
2. Solid State Measurements shall be merged with and into Semilab SDI. Semilab SDI, as it shall exist after the merger shall have become effective, is hereinafter referred to as the "Surviving Company." The Surviving Company shall remain a Florida limited liability company and the separate existence of Solid State Measurements shall cease upon the Effective Date of the merger.
3. A Certificate of Merger shall be filed with the Pennsylvania Department of State and with the Florida Department of State and the merger shall be effective as of December 31, 2011 at 11:59 p.m. (the "Effective Date").

4. The Articles of Organization and the Operating Agreement of Semilab SDI shall continue to be the Articles of Organization and the Operating Agreement of the Surviving Company and shall not be amended or otherwise affected by the merger provided for herein.

5. All of the issued and outstanding stock of Solid State Measurements shall be canceled upon said merger becoming effective. The membership interests of the sole member of the Surviving Company shall remain in full force and effect and no new membership interests shall be created pursuant to this Plan of Merger.

6. This Plan of Merger has been submitted to and approved by the sole shareholder of Solid State Measurements under and in accordance with PA-BCL Law and by the sole member of Semilab SDI under and in accordance with FL-LLC Law.

7. At any time prior to the filing of the Certificate of Merger in the Pennsylvania Department of State and the Florida Department of State, this Plan of Merger may be terminated by either of the parties hereto.

(SIGNATURES APPEAR ON FOLLOWING PAGE)

IN WITNESS WHEREOF, the parties hereto, with the intent to be legally bound hereby, have entered into this Plan of Merger and have duly authorized their respective representatives to execute the same as of the day and year first above written.

SURVIVING COMPANY:

SEMILAB SDI LLC,
a Florida limited liability company

By: 

Chris Moore, Manager

MERGING COMPANY:

SOLID STATE MEASUREMENTS, INC.,
a Pennsylvania corporation

By: 

Chris Moore, President

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