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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Coastal Equipment Rental of South Walton, LLC  
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Brian K. Oden

Contact Person

Coastal Equipment Rental of South Walton, LLC  
Firm/Company

605 N. County Hwy. 393, # 9A  
Address

Santa Rosa Bch., FL 32459  
City, State and Zip Code

brian.koden@yahoo.com

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

For further information concerning this matter, please call:

Brian K. Oden

Name of Contact Person

at ( 850 ) 246-1594

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

eff  
12/31

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

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>
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Coastal Equipment Rental, LLC	Florida	Limited Liability Company
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Coastal Equipment Rental of South Walton, LLC	Florida	Limited Liability Company
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**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>
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Coastal Equipment Rental of South Walton, LLC	Florida	Limited Liability Company
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**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.

"See Attached AGREEMENT AND PLAN OF MERGER"

**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, 2013

**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 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:

N/A

Mailing address:

N/A

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:

Coastal Equipment Rental, LLC

*[Signature]*

Brian K. Oden

Coastal Equipment Rental of South Walton, LLC

*[Signature]*

J. Todd Oden

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

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is entered into on this 7<sup>th</sup> day of October, 2013, by and between **Coastal Equipment Rental of South Walton, LLC**, a Florida limited liability company, and **Coastal Equipment Rental, LLC**, a Florida limited liability company.

In consideration of the mutual promises and covenants contained in this agreement, the parties agree as follows:

### 1. BACKGROUND

1.1 **Coastal Equipment Rental of South Walton, LLC** is a Florida limited liability company owned in its entirety with equal share/interest by the following three members: Joseph T. Oden, Jonathan F. Oden and Brian K. Oden.

1.2 **Coastal Equipment Rental, LLC** is a Florida limited liability company owned in its entirety with equal share/interest by the following three members: Joseph T. Oden, Jonathan F. Oden and Brian K. Oden.

1.3 For good and valid business reasons and purposes, the members of **Coastal Equipment Rental of South Walton, LLC** and **Coastal Equipment Rental, LLC** desire **Coastal Equipment Rental, LLC** to be merged into and with **Coastal Equipment Rental of South Walton, LLC**, with **Coastal Equipment Rental of South Walton, LLC** being the surviving entity and remaining owned in its entirety with equal share/interest by Joseph T. Oden, Jonathan F. Oden and Brian K. Oden.

1.4 For United States federal income tax purposes, both parties hereto are taxed as S Corporations, and intend the Merger (as defined below) to qualify as a tax-free "reorganization" within the meaning of Section 368(a) of the IRC, with the surviving entity to continue to be taxed as an S Corporation for federal tax purposes.

### 2. THE MERGER

2.1 In accordance with the provisions of this Agreement and Plan of Merger and the applicable provisions of Chapter 608 of the Florida Statutes, at the Effective Time (as defined below), **Coastal Equipment Rental, LLC** shall be merged into **Coastal Equipment Rental of South Walton, LLC** (the "Merger"), and the separate corporate existence of **Coastal Equipment Rental, LLC** shall cease and **Coastal Equipment Rental of South Walton, LLC** (the "Surviving Company") shall continue its existence as a Florida limited liability company pursuant to the laws of the state of Florida (**Coastal Equipment Rental, LLC** and **Coastal Equipment Rental of South Walton, LLC** are herein collectively referred to as the "Constituent Entities").

2.2 The Merger shall become effective on December 31, 2013, or, if later, the date upon which the Articles of Merger are filed with the Secretary of State of Florida (the "Effective Time").

2.3 The Surviving Company shall possess and retain every interest in all assets and property of every description of each of the Constituent Entities. The rights, privileges and

immunities, powers, franchises and authority of the Constituent Entities shall be vested in the Surviving Company without further act or deed. The title to and any interest in all real and personal property vested in any of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

2.4 All liabilities, obligations and responsibilities of each of the Constituent Entities shall be vested in the Surviving Company without further act or deed, and the Surviving Company shall be liable for all liabilities and obligations of each of the Constituent Entities existing as of the Effective Time.

2.5 The Articles of Organization of **Coastal Equipment Rental of South Walton, LLC** in effect immediately prior to the Effective Time shall continue without change and be the Articles of Organization of the Surviving Company.


2.6 The Operating Agreement of **Coastal Equipment Rental of South Walton, LLC** in effect immediately prior to the Effective Time shall continue and be the Operating Agreement of the Surviving Company until and unless amended in accordance with their terms and applicable Florida law.

2.7 At the Effective Time, by virtue of the Merger and without any action on the part of the parties or otherwise, the membership/ownership interests in **Coastal Equipment Rental, LLC** shall be cancelled, and Joseph T. Oden, Jonathan F. Oden and Brian K. Oden will remain the three managing members/owners of **Coastal Equipment Rental of South Walton, LLC**, the Surviving Company, holding ownership in its entirety and with equal share/interest.

### 3. CERTIFICATION

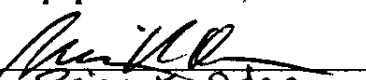
In Witness Whereof, **Coastal Equipment Rental of South Walton, LLC** hereby certifies that the foregoing Agreement and Plan of Merger was approved by its three members/owners on the day and year first written above.

**Coastal Equipment Rental of South Walton, LLC**

By:   
Name: J. Todd Oden  
Title: Managing member

In Witness Whereof, **Coastal Equipment Rental, LLC** hereby certifies that the foregoing Agreement and Plan of Merger was approved by its three members/owners on the day and year first written above.

**Coastal Equipment Rental, LLC**

By:   
Name: Brian K. Oden  
Title: Managing member