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EXAMINER

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CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 345301 4313323

AUTHORIZATION :

COST LIMIT :

*[Signature]*  
~~\$50.00~~

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SECRETARY OF STATE  
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10 APR -9 PM 4:03

ORDER DATE : April 9, 2010

ORDER TIME : 1:02 PM

ORDER NO. : 345301-005

CUSTOMER NO: 4313323

*GUW*

ARTICLES OF MERGER

RING CONSULTING GROUP, INC.

INTO

RING CONSULTING GROUP LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XXX PLAIN STAMPED COPY

CONTACT PERSON: Matthew Young

EXAMINER'S INITIALS: \_\_\_\_\_

**CERTIFICATE OF MERGER**  
for  
**Florida Limited Liability Company**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 APR -9 PM 4:03

The following Certificate of Merger is submitted to merge the following Limited Liability Companies in accordance with s. 608.438, Florida Statutes.

**First:** 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>
RING CONSULTING GROUP LLC	FLORIDA	LLC

**Second:** The exact name, form/entity type and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RING CONSULTING GROUP, INC.	ILLINOIS	CORPORATION

**Third:** The attached plan of merger was approved by each domestic limited liability company, that is a party to the merger in accordance with the applicable provisions of Chapters 608, 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:** The merger shall become effective on the date the Certificate of Merger is filed with the Florida Department of State.

**Sixth: SIGNATURES FOR EACH COMPANY:**

**RING CONSULTING GROUP, INC.,**  
**an Illinois corporation**

By: William M. Ring  
William M. Ring, Sole Director/Shareholder

**RING CONSULTING GROUP LLC,**  
**a Florida limited liability company**

By: William M. Ring  
William M. Ring, Sole Member/Manager

## PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with s. 608.438 and is being submitted in accordance with s. 608.438, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
RING CONSULTING GROUP, INC.	Illinois

**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
RING CONSULTING GROUP LLC	Florida

**THIRD:** The terms and conditions of the merger are as follows:

1. The current operating agreement of RING CONSULTING GROUP LLC, a Florida limited liability company ("Ring Consulting FL"), will be the operating agreement of the surviving company.
2. The surviving company shall be responsible for all liabilities and obligations of each party to the merger.
3. Any property, real, personal and mixed, and all debts due on whatever account, including promises to make capital contributions, and all other choses in action, and all and every other interest of or belonging to or due to each party to the merger shall be vested in the survivor without further act or deed.

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The member of the surviving limited liability company is the sole shareholder as the merging corporation. Therefore the conversion of the shares will be converted to the into membership interests of such member on a one-to-one basis from the merging corporation to the surviving limited liability company.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of the merged corporation into rights to acquire interests, shares,

obligations or other securities of the surviving company, in whole or in part, into cash or other property are as follows:

The member of the surviving company is the same as the shareholder of the merging corporation. Therefore the conversion of rights to acquire interest, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving company, in whole or in part, into cash or other property will be a one-to-one basis for the member, from the merging corporation to the surviving company.

**FIFTH:** The name and address of the Manager of the surviving company is as follows:

<u>Name</u>	<u>Address</u>
William M. Ring	425 Dockside Drive #705 Naples, FL 34110

**SIXTH:** All statements that are required by the laws of the state of Illinois jurisdiction under which each non-Florida business company that is a party of the merger is formed, organized or incorporated are as follows:

Ring Consulting Group, Inc., an Illinois corporation ("Ring Consulting IL"), shall be merged with and into Ring Consulting FL, which shall be the surviving limited liability company at the effective time and date of the merger and which shall continue to exist as the surviving limited liability company under its present name pursuant to the provisions of the laws of the State of Florida. The separate existence of Ring Consulting IL shall cease at the effective time and date of the merger.

The present Articles of Organization of Ring Consulting FL shall be the Articles of Organization of the surviving limited liability company and such Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the State of Florida.

The present Operating Agreement of Ring Consulting FL will be the Operating Agreement of the surviving limited liability company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Florida.

The sole manager of Ring Consulting FL at the effective time and date of the merger shall be the sole manager of the surviving limited liability company, and he shall hold his office until his successor is elected and qualified, or until his tenure is otherwise terminated in accordance with the Operating Agreement of Ring Consulting FL.

The sole member of Ring Consulting FL is also the sole shareholder of the merging corporation. Therefore the shares percentage interest and obligations of such

shareholder will be converted into membership interests of such member on a one-to-one basis from the merging corporation to the surviving limited liability company.

The Plan of Merger herein made and approved shall be submitted to the sole shareholder of Ring Consulting IL and sole member of Ring Consulting FL for his approval or rejection as prescribed by the relevant statutes of the respective states of formation of Ring Consulting IL and Ring Consulting FL.

In the event that the Plan of Merger is approved by the sole shareholder of Ring Consulting IL and the sole member of Ring Consulting FL, Ring Consulting IL and Ring Consulting FL hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Illinois in connection with this merger, and that they will cause to be performed all necessary acts to effectuate the merger.

The sole shareholder of Ring Consulting IL and the sole manager of Ring Consulting FL, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger as provided herein.

**CERTIFICATE OF MERGER**  
**for**  
**Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Limited Liability Companies in accordance with s. 608.438, Florida Statutes.

**First:** 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>
RING CONSULTING GROUP LLC	FLORIDA	LLC

**Second:** The exact name, form/entity type and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RING CONSULTING GROUP, INC.	ILLINOIS	CORPORATION

**Third:** The attached plan of merger was approved by each domestic limited liability company, that is a party to the merger in accordance with the applicable provisions of Chapters 608, 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:** The merger shall become effective on the date the Certificate of Merger is filed with the Florida Department of State.

**Sixth: SIGNATURES FOR EACH COMPANY:**

**RING CONSULTING GROUP, INC.,**  
**an Illinois corporation**

By: William M. Ring  
William M. Ring, Sole Director/Shareholder

**RING CONSULTING GROUP LLC,**  
**a Florida limited liability company**

By: William M. Ring  
William M. Ring, Sole Member/Manager

## **PLAN OF MERGER**

The following plan of merger, which was adopted and approved by each party to the merger in accordance with s. 608.438 and is being submitted in accordance with s. 608.438, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
<b>RING CONSULTING GROUP, INC.</b>	<b>Illinois</b>

**SECOND:** The exact name and jurisdiction of the **surviving** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
<b>RING CONSULTING GROUP LLC</b>	<b>Florida</b>

**THIRD:** The terms and conditions of the merger are as follows:

1. The current operating agreement of RING CONSULTING GROUP LLC, a Florida limited liability company ("Ring Consulting FL"), will be the operating agreement of the surviving company.
2. The surviving company shall be responsible for all liabilities and obligations of each party to the merger.
3. Any property, real, personal and mixed, and all debts due on whatever account, including promises to make capital contributions, and all other choses in action, and all and every other interest of or belonging to or due to each party to the merger shall be vested in the survivor without further act or deed.

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

The member of the surviving limited liability company is the sole shareholder as the merging corporation. Therefore the conversion of the shares will be converted to the into membership interests of such member on a one-to-one basis from the merging corporation to the surviving limited liability company.

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of the merged corporation into rights to acquire interests, shares,



obligations or other securities of the surviving company, in whole or in part, into cash or other property are as follows:

The member of the surviving company is the same as the shareholder of the merging corporation. Therefore the conversion of rights to acquire interest, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving company, in whole or in part, into cash or other property will be a one-to-one basis for the member, from the merging corporation to the surviving company.

**FIFTH:** The name and address of the Manager of the surviving company is as follows:

<u>Name</u>	<u>Address</u>
William M. Ring	425 Dockside Drive #705 Naples, FL 34110

**SIXTH:** All statements that are required by the laws of the state of Illinois jurisdiction under which each non-Florida business company that is a party of the merger is formed, organized or incorporated are as follows:

Ring Consulting Group, Inc., an Illinois corporation ("Ring Consulting IL"), shall be merged with and into Ring Consulting FL, which shall be the surviving limited liability company at the effective time and date of the merger and which shall continue to exist as the surviving limited liability company under its present name pursuant to the provisions of the laws of the State of Florida. The separate existence of Ring Consulting IL shall cease at the effective time and date of the merger.

The present Articles of Organization of Ring Consulting FL shall be the Articles of Organization of the surviving limited liability company and such Articles of Organization shall continue in full force and effect until amended and changed in the manner prescribed by the provisions of the laws of the State of Florida.

The present Operating Agreement of Ring Consulting FL will be the Operating Agreement of the surviving limited liability company and will continue in full force and effect until changed, altered, or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Florida.

The sole manager of Ring Consulting FL at the effective time and date of the merger shall be the sole manager of the surviving limited liability company, and he shall hold his office until his successor is elected and qualified, or until his tenure is otherwise terminated in accordance with the Operating Agreement of Ring Consulting FL.

The sole member of Ring Consulting FL is also the sole shareholder of the merging corporation. Therefore the shares percentage interest and obligations of such

shareholder will be converted into membership interests of such member on a one-to-one basis from the merging corporation to the surviving limited liability company.

The Plan of Merger herein made and approved shall be submitted to the sole shareholder of Ring Consulting IL and sole member of Ring Consulting FL for his approval or rejection as prescribed by the relevant statutes of the respective states of formation of Ring Consulting IL and Ring Consulting FL.

In the event that the Plan of Merger is approved by the sole shareholder of Ring Consulting IL and the sole member of Ring Consulting FL, Ring Consulting IL and Ring Consulting FL hereby stipulate that they will cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of Florida and the State of Illinois in connection with this merger, and that they will cause to be performed all necessary acts to effectuate the merger.

The sole shareholder of Ring Consulting IL and the sole manager of Ring Consulting FL, respectively, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper, or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger as provided herein.