

L 10WVVU 43 666

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

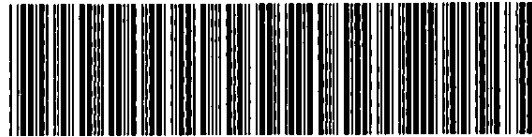
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JAN 19 2012

EXAMINER



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RECEIVED

12 JAN 18 PM 3:51

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED

SECRETARY OF STATE
DIVISION OF CORPORATIONS

12 JAN 19 AM 8:52

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

WYR, LLC

Signature _____

Requested by: SETH

01/18/12 p.m.

Name

Date

Time

Walk-In

Will Pick Up

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 18 AM 8:52

- ____ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ☒ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ☒ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ____ Cert. Copy _____
- ☒ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

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____ Courier _____

Signature _____

Requested by: SETH

01/18/12 p.m.

Name

Date

Time

Walk-In

Will Pick Up

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: WYR, LLC
Name of Surviving Party

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 18 AM 8:52

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

Please return all correspondence concerning this matter to:

John N. Brugger

Contact Person

Forsyth & Brugger, P. A.

Firm/Company

600 5th Ave. S., Ste 207

Address

Naples, FL 34102

City, State and Zip Code

rw4ventures@hotmail.com

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

For further information concerning this matter, please call:

John N. Brugger

Name of Contact Person

at (239)

263-6000

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

**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
12 JAN 18 AM 8:52

The flowing Certificate of Merger is submitted to merge a Michigan Limited Liability Company into a Florida Limited Liability Company in accordance with §608.4382, Florida Statutes.

First:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
WYR, LLC	Florida	Limited Liability Company
ZARR, LLC	Michigan	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>
WYR, 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.

Forth: The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

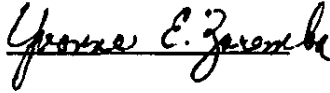
Fifth: The date of filing this document with the State of Florida Department of State shall be the effective date of this merger.

Sixth: The surviving party is formed, organized and incorporated under the laws of the State of Florida and its principal office address shall remain as recorded with the Florida Department of State.

Seventh: Signatures for each party:

Name of Entity/Organization Signature(s) Typed or Printed Name of Individual

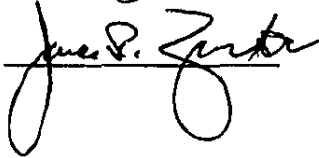
**WYR, LLC
A Florida Limited
Liability Company**



**Yvonne E. Zaremba
Manager**

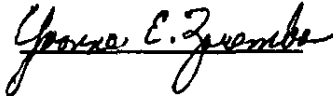


**Ronald L. Willmes
Manager**

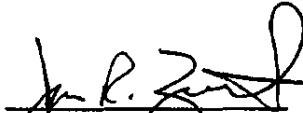


**James R. Zaremba
Manager**

**ZARR, LLC
A Michigan Limited
Liability Company
A Member Managed
Company by 100% of
Its Members**



**Yvonne E. Zaremba
Member**



**James R. Zaremba
Member**



**Ronald L. Willmes
Member**

PLAN OF MERGER

Plan of Merger dated effective December 29, 2011, between WYR, LLC, A Florida limited liability company ("WYR") referred to as the surviving company, and ZARR LLC, a Michigan limited liability company ("ZARR") referred to as the absorbed company.

STIPULATIONS

A. WYR, LLC is a limited liability company, organized and existing under the laws of the State of Florida, with its principal office at 175 Shadroe Cove Circle, #1101, Cape Coral, Florida 33991, with a mailing address of 175 Shadroe Cove Circle, #1101, Cape Coral, Florida 33991 .

B. WYR has 3 members 2 of whom each own a 40% membership interest in the company and 1 of who owns a 20% interest in the company.

C. ZARR, LLC is a limited liability company, organized and existing under the laws of the State of Michigan, with its principal office at 8692 M-32, Elmira, MI 49730, with a mailing address of 8692 M-32, Elmira, MI 49730

D. ZARR has 3 members 2 of whom each own a 40% membership interest in the company and 1 of who owns a 20% interest in the company.

E. The membership interest in each of ZARR and WYR are identical and a merger of the two companies will not modify the percentage of the membership interests held by any member.

E. The Managers and One Hundred (100%) Percent of the Members of of WYR and ZARR have deemed it desirable and in the best business interests of the companies in order to consolidate the business operations and income tax returns of the companies that ZARR be merged into WYR pursuant to the provisions of Sections 608.4381 et seq. of the Florida Limited Liability Company Act and Sections 450.4701 et seq. of the Michigan Limited Liability Company Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended, if the Companies report their income as corporations or in order that transaction qualify as an assets-over merger under within the meaning of Section 708 of the Internal Revenue Code of 1986, as amended, if the Companies report their income as partnerships.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent companies agree as follows:

Section One: Merger

ZARR, LLC, shall merge with and into WYR, LLC, which shall be the surviving limited liability company organized and operated in accordance with the laws of the State of Florida.

Section Two: Terms and Conditions

On the effective date of the merger, the separate existence of the absorbed company shall cease, and the surviving company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed company, without the necessity for any separate transfer. WYR, as the surviving company shall then be responsible and liable for all liabilities and obligations of ZARR, the absorbed company, and neither the rights of creditors nor any liens on the property of the absorbed company shall be impaired by the merger.

Section Three:

The Members of ZARR and the Members of WYR are identical and hold their membership interest in identical proportion and therefore upon completion of the merger there will be no adjustment in the membership interests in WYR.

Section Four: Changes in Articles of Organization

The Articles of Organization of the surviving company shall continue to be its Articles of Organization following the effective date of the merger.

Section Five: Changes in Operating Agreement

The current Operating Agreement of the surviving company shall continue to be its Operating Agreement following the effective date of the merger.

Section Six: Manager

The Managers of the surviving company on the effective date of the merger shall continue as the managers of the surviving company for the full unexpired terms of their appointment and until their successors have been elected or appointed and qualified or as of the effective date of the merger. The Managers of the surviving company shall be:

**Manager
Manager
Manager**

**Yvonne E. Zaremba
Ronald L. Willmes
James R. Zaremba**

Section Seven: Approval by Members.

This Plan of Merger shall be submitted for the approval of the members of the constituent companies in the manner provided by the applicable laws of the State of Florida and the State of Michigan at meetings to be held on or before December 29, 2011, or such other time as to which the Managers of the constituent companies may agree.

Section Eight: Effective Date of Merger

The effective date of this merger shall be the day when Articles of Merger are filed by the Florida Department of State.

Section Nine: Abandonment of Merger.

This Plan of Merger may be abandoned by action of the Managers and 100% of the Members of either surviving or the absorbed company at any time prior to the effective date on the happening of either of the following events:

(a) If the merger is not approved by the members of either the surviving or the absorbed company on or before December 29, 2011; or

(b) If, in the judgment of the Managers of either the surviving or the absorbed company, the merger would be impracticable because of the number of dissenting members asserting appraisal rights under the laws of the State of Florida.

Section Eleven: Execution of Agreement

This Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument. Copies signed and transmitted by facsimile or email transmission shall be deemed originals.

Executed on behalf of the parties by their Managers and Members on the date first above written.

WYR, LLC

A Florida limited liability company

By: Yvonne E. Zarembo
Yvonne E. Zarembo

Its: Manager

By: Ronald L. Wilmes
Ronald L. Wilmes

Its: Manager

By: James R. Zarembo
James R. Zarembo

Its: Manager


ZARR, LLC


A Michigan limited liability company

A Member Managed Company by

100% of its Members

By: 
Yvonne E. Zaremba, Member

By: 
James R. Zaremba, Member

By: 
Ronald L. Willmes, Member