

L10000063638

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S. HAWKES

JUL 2 2010

EXAMINER

NO \$

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 25, 2010

DAVID M PRESNICK
MARINER SQUARE
96 WILLARD STREET SUITE 202
COCOA, FL 32922

SUBJECT: ROSS INDUSTRIES OF BREVARD, LLC
Ref. Number: L10000063638

We have received your document for ROSS INDUSTRIES OF BREVARD, LLC. However, upon receipt of your document no check was enclosed. Please send a check or money order payable to the Department of State for \$90.00. Your document will be retained in our pending file. Please return a copy of this letter to ensure that your check is properly credited.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6955.

Suzanne Hawkes
Regulatory Specialist II

Letter Number: 510A00015682

LAW OFFICES
DAVID M. PRESNICK, P.A.

Reply To:

David M. Presnick

Of Counsel:

Bradly Roger Bettin, Sr., P.A.

E-Mail: David@presnicklaw.com

Mariner Square
96 Willard Street, Suite 202
Cocoa, Florida 32922
Telephone (321) 639-3764
Fax (321) 639-3911
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June 22, 2010

Department of State  
Division of Corporations  
Corporate Filings  
P.O. Box 6327  
Tallahassee, FL 32314

RE: Merger of Jack A. Ross Ross Industries, Inc., a Florida corporation into Ross Industries of Brevard, LLC which is changing its name to Jack A. Ross Ross Industries, LLC

Dear Ladies and Gentlemen:

Enclosed for filing is a Certificate of Merger in regard to the above two (2) entities. The surviving entity will be Ross Industries of Brevard, LLC which is changing its name to Jack A. Ross Ross Industries, LLC, a Florida limited liability company.

In addition, we are enclosing our check in the amount of \$122.50 to cover the filing fee as follows:

1. Articles of Merger for two entities:
2. Certified copy of Articles:

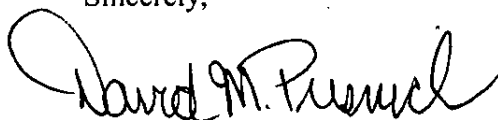
Total

|                     |       |
|---------------------|-------|
| <del>\$70</del>     | 60.00 |
| <del>\$52.50</del>  | 30.00 |
| <del>\$122.50</del> | 90.00 |

We appreciate it if you would send the certified Articles of Merger to the undersigned at the address listed above.

Should you have any questions regarding the foregoing, please call.

Sincerely,



David M. Presnick

DMP/rlr

cc: Jack A. Ross

FILED  
10 JUL -7 AM 9:58  
CLERK OF DISTRICT COURT  
JACKSONVILLE, FLORIDA

**CERTIFICATE OF MERGER  
OF  
JACK A. ROSS ROSS INDUSTRIES, INC. P08-50538  
INTO  
ROSS INDUSTRIES OF BREVARD, LLC L10-63438  
WHICH WILL CHANGE ITS NAME TO JACK A. ROSS ROSS INDUSTRIES, LLC**

**A CERTIFICATE OF MERGER** between Jack A. Ross Ross Industries, Inc., a Florida corporation and Ross Industries of Brevard, LLC, a Florida limited liability company.

Pursuant to §607.1108 and §608.4382, Florida Statutes, **JACK A. ROSS ROSS INDUSTRIES, INC.** and **ROSS INDUSTRIES OF BREVARD, LLC** adopt the following Certificate of Merger.

**ARTICLE I**

The Agreement and Plan of Merger dated June 22, 2010, (the "Plan of Merger") between Jack A. Ross Ross Industries, Inc. and Ross Industries of Brevard, LLC, was approved and adopted by all the shareholders and the Board of Directors of Jack A. Ross Ross Industries, Inc. on June 22, 2010, in accordance with the applicable provisions of Chapter 607 of the Florida Statutes, and was approved and adopted by both all the sole Manager and sole Member of Ross Industries of Brevard, LLC on June 22, 2010, in accordance with the applicable provisions of Chapter 608 of the Florida Statutes.

**ARTICLE II**

Pursuant to the Plan of Merger, all issued and outstanding shares of stock of Jack A. Ross Ross Industries, Inc. will be acquired by means of a merger of Jack A. Ross Ross Industries, Inc. into Ross Industries of Brevard, LLC, the surviving entity (the "Merger").

**ARTICLE III**

As part of the Plan of Merger, Ross Industries of Brevard, LLC, hereby amends Article I of its Articles of Organization to read as follows:

"The name of the Limited Liability Company is: **JACK A. ROSS ROSS INDUSTRIES, LLC.**"

#### ARTICLE IV

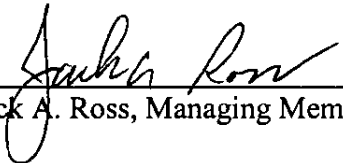
The Plan of Merger is attached hereto as Exhibit "A" and incorporated herein by this reference.

#### ARTICLE V

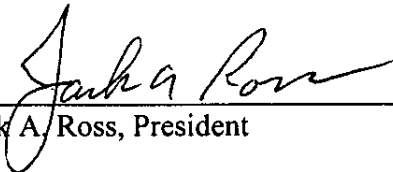
Pursuant to §607.1108(4)(b) and §608.4382(1)(f), Florida Statutes, the effective date of the Merger shall be the date of filing of the Certificate of Merger with the Department of State.

IN WITNESS WHEREOF, the parties have set their hands this 22<sup>nd</sup> day of June, 2010.

**ROSS INDUSTRIES OF BREVARD,  
LLC, (n/k/a JACK A. ROSS ROSS  
INDUSTRIES, LLC),** a Florida limited  
liability company

  
\_\_\_\_\_  
Jack A. Ross, Managing Member

**JACK A. ROSS ROSS INDUSTRIES,  
INC.,** a Florida corporation

  
\_\_\_\_\_  
Jack A. Ross, President

FILED  
10 JUL -7 AM 9:58  
DEPT. OF STATE  
TALLAHASSEE, FLORIDA

**AGREEMENT AND PLAN OF MERGER  
OF  
JACK A. ROSS ROSS INDUSTRIES, INC.  
INTO  
ROSS INDUSTRIES OF BREVARD, LLC  
WHICH WILL CHANGE ITS NAME TO JACK A. ROSS ROSS INDUSTRIES, LLC**

FILED  
JUL - 7 AM 9:58  
BREVARD COUNTY, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER is made this 22<sup>nd</sup> day of June, 2010, by and between **ROSS INDUSTRIES OF BREVARD, LLC**, a Florida limited liability limited company (the "Surviving Organization") and **JACK A. ROSS ROSS INDUSTRIES, INC.**, a Florida corporation (the "Disappearing Organization") (collectively, the "Constituent Organization").

**WITNESSETH:**

**WHEREAS**, the shareholders and the Board of Directors of the Disappearing Organization have determined that it is advisable that the Disappearing Organization be merged into the Surviving Organization (the "Merger") upon the terms, and subject to the conditions set forth in this Plan of Merger (the "Plan");

**WHEREAS**, the Managing Members of the Surviving Organization have determined that it is advisable that the Disappearing Organization be merged into the Surviving Organization, on the terms and conditions herein set forth;

**WHEREAS**, all parties involved herein desire for the Surviving Organization to changed its name as part of the merger to **JACK A. ROSS ROSS INDUSTRIES, LLC.**; and

**WHEREAS**, this Merger is being effected pursuant to this Plan and in accordance with §607.1108 and §608.438 of the Florida Statutes.

**NOW, THEREFORE**, in consideration of the promises and of the mutual agreements, covenants, and provisions contained herein, the parties hereto agree as follows:

1. Articles of Organization. The Articles of Organization of the Surviving Organization in effect immediately prior to the Effective Date of the Merger (the "Effective Date") shall, be the Articles of Organization of the Surviving Organization from and after the Effective Date until further amended as permitted by law except that Article I of the Articles of Organization of the Surviving Organization shall be changed to name the Surviving Organization the following: **JACK A. ROSS ROSS INDUSTRIES, LLC.**

2. Conversion of Interest. Upon the Effective Date, each share of stock in the Disappearing Organization existing at that time shall be converted into one (1) membership unit of the Surviving Organization in accordance with this Plan. Each Membership unit of the Surviving Organization that is issued and outstanding on the Effective Date shall continue as an outstanding membership unit of the Surviving Organization.

3. Satisfaction of Rights of the Disappearing Organization's Shareholders. All membership units of the Surviving Organization into which shares of stock in Disappearing Organization shall have been converted and become exchangeable for pursuant to this Plan shall be deemed to have been paid in full satisfaction of such converted shares.

4. Fractional Membership Interest. Fractional membership units of the Surviving Organization's membership units, if any, will not be issued.

5. Management. The Surviving Organization is a Florida limited liability company and management thereof is vested in one or more Managing Members. The name and business address of the sole Member of the Surviving Organization are as follows:

Jack A. Ross, Managing Member  
234 Rosa L. Jones Boulevard  
Cocoa, Florida 32922

6. Effect of Merger. On the Effective Date, the separate existence of the Disappearing Organization shall cease, and the Surviving Organization shall be fully vested in the Disappearing Organization's rights, privileges, immunities, powers and franchises, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in §607.11101 and §608.4383 of the Florida Statutes.

7. Supplemental Action. If, at any time after the Effective Date, the Surviving Organization shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further actions is necessary or desirable to carry out the provisions of this Plan, the appropriate authorized representatives of the Surviving Organization or the Disappearing Organization, as the case may be, whether past or remaining in office, shall execute and deliver, upon the request of the Surviving Organization, any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to verify, perfect, confirm, or record such title thereto in the Surviving Organization, or to otherwise carry out the provisions of this Plan.

8. Filing with the Florida Department of State and Effective Date. Upon execution of this Plan, the Disappearing Organization and the Surviving Organization shall cause their respective authorized representatives to execute a Certificate of Merger in the form attached hereto and upon such execution this Plan shall be deemed incorporated by reference into the Certificate of Merger as if fully set forth therein and shall become an exhibit to such Certificate of Merger. Thereupon, the Surviving Organization shall deliver for filing such Certificate of Merger to the Florida Department of State. In accordance with §607.1108 and §608.4382(1)(f) of the Florida Statutes, the Certificate of Merger shall specify the "Effective Date," which shall be the date of filing of the Certificate of Merger.

9. Termination. At any time before the Effective Date this Plan may be terminated and the Merger abandoned by mutual consent of the shareholders of the Disappearing Organization and the sole Member of the Surviving Organization, notwithstanding favorable action by the sole

Member of the Surviving Organization.

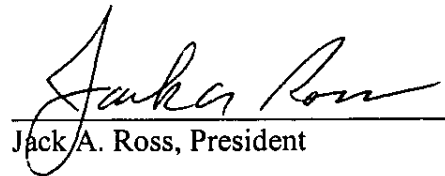
10. Consent. Each shareholder and member of the Board of Directors of the Disappearing Organization and the sole Member of the Surviving Organization has consented to this Merger.

**IN WITNESS WHEREOF**, the parties have set their hands this 22<sup>nd</sup> day of June, 2010.

**ROSS INDUSTRIES OF BREVARD, LLC,**  
(n/k/a **JACK A. ROSS ROSS INDUSTRIES,**  
**LLC**), a Florida limited liability company

  
\_\_\_\_\_  
Jack A. Ross, Managing Member

**JACK A. ROSS ROSS INDUSTRIES, INC.,**  
a Florida corporation

  
\_\_\_\_\_  
Jack A. Ross, President

FILED  
10 JUL -8 AM 9:58  
JACK A. ROSS ROSS INDUSTRIES, INC.