

L1000075586

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

L1-75586 Supervisor

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

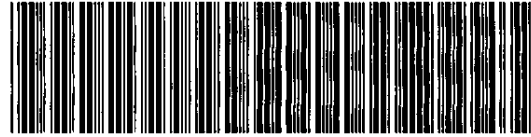
L1-79726

A. LUNT

NOV -1 2010

EXAMINER

Office Use Only



700187076567

10/29/10--01038--016 **80.00

FILED
2010 OCT 29 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

SHEPPARD, BRETT, STEWART, HERSCH, KINSEY & HILL, P.A.

**ATTORNEYS AT LAW
FIRM ESTABLISHED 1924**

JAY ANDREW BRETT
JOHN F. STEWART +
CRAIG R. HERSCH *^
D. HUGH KINSEY, JR.
MICHAEL B. HILL *

**9100 COLLEGE POINTE COURT
FORT MYERS, FLORIDA 33919
(239) 334 - 1141 PHONE
(239) 334 - 3965 FAX**

ELECTRONIC MAIL:

brett@sbshlaw.com
stewart@sbshlaw.com
hersch@sbshlaw.com
kinsey@sbshlaw.com
hill@sbshlaw.com

OF COUNSEL
JOHN W. SHEPPARD

www.sbshlaw.com

* BOARD CERTIFIED: WILLS, TRUSTS & ESTATES
^ CERTIFIED PUBLIC ACCOUNTANT (FL)
+ ALSO ADMITTED IN IOWA

JOHN K. WOOLSLAIR (1908-1968)
W.A. SHEPPARD (1898-1971)

October 28, 2010

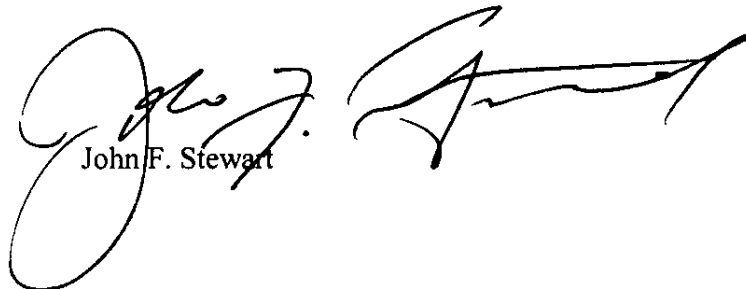
Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: EAD Bainbridge, LLC Merger with Dean Wish, LLC

Dear Ladies and Gentlemen:

Enclosed herewith is a Certificate of Merger in reference to the captioned limited liability companies. Also enclosed is our check in the amount of \$80.00 to cover the cost of filing the Certificate and for a certified copy of the Certificate of Merger.

Sincerely yours,


John F. Stewart

JFS: yp
Enclosures
A-6186

CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with Section 608.4382, Florida Statutes.

FIRST: A true and correct copy of the Plan of Merger is attached as Schedule "A".


SECOND: The attached Plan of Merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

THIRD: The merger shall be effective at 12:00 A.M. on the 1st day of October, 2010.

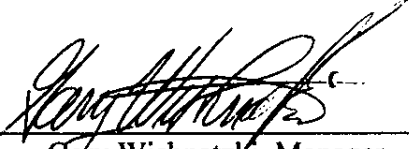
FOURTH: The Certificate of Merger complies with and is executed in accordance with the laws of the State of Florida.

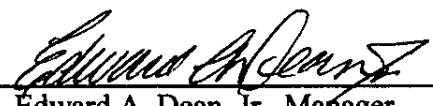
FIFTH: Signatures for each party are as follows:

EAD BAINBRIDGE, LLC

By: 
Edward A. Dean, Jr., Authorized Member

DEAN WISH, LLC

By: 
Gary Wishnatzki, Manager

By: 
Edward A. Dean, Jr., Manager

2010 OCT 29 PM 1:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SCHEDULE "A"

To

CERTIFICATE OF MERGER

PLAN OF MERGER

FILED

2018 OCT 29 PM 1:38

**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

PLAN OF MERGER

This Plan of Merger is entered into by and between **EAD BAINBRIDGE, LLC**, a Florida Limited Liability Company, and **DEAN WISH, LLC**, a Florida Limited Liability Company. The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381 Florida Statutes, is being submitted in accordance with Section 608.438, Florida Statutes.

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

Name:

EAD BAINBRIDGE, LLC

Jurisdiction:

Florida

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

Name:

DEAN WISH, LLC

Jurisdiction:

Florida

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

- (A) The assets and liabilities of EAD BAINBRIDGE, LLC will be transferred to DEAN WISH, LLC.
- (B) The Members of DEAN WISH, LLC shall each retain their present, respective fifty (50) percent membership interests in DEAN WISH, LLC.
- (C) The sole Member of EAD BAINBRIDGE, LLC shall receive payment as set forth in the Agreement For Merger dated the 1st day of October, 2010.

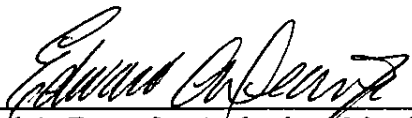
FOURTH:

- (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 described in paragraph Third herein.

- (B) The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as described in paragraph Third herein.


Approved and Agreed effective this 1st day of October, 2010.

EAD BAINBRIDGE, LLC

By: 
Edward A. Dean, Jr., Authorized Member

DEAN WISH, LLC

By: 
Gary Wishnatzki, Manager

By: 
Edward A. Dean, Jr., Manager

FILED
2010 OCT 29 PM 11:38
SECRETARY OF STATE
TALLAHASSEE, FLORIDA