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B. KOHR
AUG - 6 2010
EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 470790 7193352

AUTHORIZATION

COST LIMIT : \$ 80.00

FILED STATE
SECRETARY OF CORPORATIONS
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ORDER DATE : August 5, 2010

ORDER TIME : 10:55 AM

ORDER NO. : 470790-010

CUSTOMER NO: 7193352

ARTICLES OF MERGER

THE NORMAN AND LINDA DIMSON
FAMILY, LLC

INTO

THE NORMAN AND LINDA DIMSON
FAMILY, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____

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

FILED STATE
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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>
The Norman and Linda	New York	LLC
Dimson Family LLC		
The Norman and Linda	Florida	LLC
Dimson Family, LLC		

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>
The Norman and Linda Dimson Family, LLC	Florida	LLC

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.

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:

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:

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: _____

Mailing address: _____

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:
The Norman and Linda Dimson Family LLC	<i>Norman Dimson</i>	Norman Dimson
The Norman and Linda Dimson Family, LLC	<i>Norman Dimson</i>	Norman Dimson

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

<u>Fees:</u> 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
 <u>Certified Copy (optional):</u>	 \$30.00

AGREEMENT AND PLAN OF MERGER

by and between

THE NORMAN AND LINDA DIMSON FAMILY LLC,
a New York limited liability company,

and

THE NORMAN AND LINDA DIMSON FAMILY, LLC,
a Florida limited liability company

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated August 5th 2010, is between **THE NORMAN AND LINDA DIMSON FAMILY LLC**, a New York limited liability company ("Target"), and **THE NORMAN AND LINDA DIMSON FAMILY, LLC**, a Florida limited liability company ("Survivor"). Collectively, the Target and the Survivor being the "Merging Entities".

Recitals

1. Target is held 100% by the Members of Survivor, in the same proportion as its percentage interests are held.
2. The Members of Target and the Members of Survivor, as represented by the Manager of Survivor, by unanimous consent of each, deem it advisable for Target be merged into Survivor under the terms and conditions below, and the Members of their respective entities have approved this Agreement.
3. The merger contemplated under this Agreement shall be in accordance with the following statutes: the New York Limited Liability Company Law (the "New York Law"); and the Florida Limited Liability Company Act (the "Florida Law").
4. For federal income tax purposes, it is intended that the merger of The Norman and Linda Dimson Family LLC into The Norman and Linda Dimson Family, LLC will qualify as a reorganization under the provisions of the Section 368(a) of the Internal Revenue Code of 1986, as amended.

Agreement

NOW THEREFORE, in consideration of the mutual promises described below, the parties agree as follows:

FIRST: Target is hereby merged into Survivor which shall be the surviving entity and the separate existence of Target shall cease (except insofar as it may be continued by statute or in order to carry out the purposes of this Agreement). Survivor shall continue to exist by virtue of and shall be governed by the laws of the State of Florida. The name of the Survivor shall be The Norman and Linda Dimson Family LLC. The Merger shall become effective upon the issuance of a certificate of merger by the Secretary of State of Florida.

SECOND: The Articles of Organization of Target in effect on the date of the merger provided for in this Agreement (the "Effective Time"), shall be cancelled in accordance with New York Law, and all interests in Target as of the effective date of the merger shall be surrendered, cancelled and extinguished as of the effective date of the merger.

THIRD: At the Effective Time, the Articles of Organization of the Target shall be terminated.

FOURTH: A Certificate of Merger shall be filed with both the Secretary of State of Florida and with the Secretary of State of New York.

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

(a) As of the Effective Time, the Limited Liability Company Operating Agreement of the Target shall become the Limited Liability Company Operating Agreement of the Survivor.

(b) Upon the merger becoming effective, all the property, rights, franchises, licenses, registrations and other assets of every kind of Target shall be transferred to and vested in the Survivor.

(c) All rights of creditors and of any persons dealing with the Merging Entities and all liens upon any property of the Merging Entities shall be preserved unimpaired by the merger, and all debts, liabilities, obligations, and duties of Target shall attach to the Survivor and may be enforced against it to the same extent as if the same had been incurred by it.

(d) The Survivor shall be responsible for the payment of all franchise taxes and fees of Target and Survivor shall pay such fees and franchise taxes if not timely paid.

[signature page follows]

100:4 TV101

IN WITNESS WHEREOF, the parties have executed this Agreement and Plan of Merger as of the date written above.

SURVIVOR:

THE NORMAN AND LINDA DIMSON FAMILY, LLC

By: *Norman Dimson*
Norman Dimson, Manager

TARGET:

THE NORMAN AND LINDA DIMSON FAMILY LLC

By: *Norman Dimson*
Norman Dimson, Manager

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