

L110000004974

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12 JUL 18 PM 3:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

JUL 19 2012

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: SWEETWATER CAR WASH & EXPRESS OIL CHANGE LLC
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

BART R. SAUNDERS, ESQ.

Contact Person

LAW OFFICE OF SAUNDERS & SAUNDERS, P.A.

Firm/Company

7232 WEST SAND LAKE ROAD, SUITE 202

Address

ORLANDO, FLORIDA 32819

City, State and Zip Code

BART@LAWSAUNDERS.COM

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

For further information concerning this matter, please call:

BART R. SAUNDERS

Name of Contact Person

at (321)

319-0459

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

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TALLAHASSEE, FLORIDA

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

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>
ACEJ HOLDINGS APOPKA	FLORIDA	LIMITED LIABILITY
SWEETWATER CAR WASH & EXPRESS OIL CHANGE LLC	FLORIDA	LIMITED LIABILITY COMPANY

L100000
32929

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>
SWEETWATER CAR WASH & EXPRESS OIL CHANGE	FLORIDA	LIMITED LIABILITY

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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.

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TALLAHASSEE, FLORIDA

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:

DATE OF FILING _____

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 entitles 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: _____

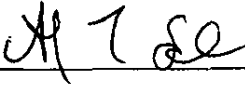
Mailing address: _____

12 JUL 18 PM 3:32
TALLAHASSEE, FLORIDA

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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:
ACEJ HOLDINGS APOPKA LLC		ALAN SCHNEIDER, MANAGER
SWEETWATER CAR WASH & EXPRESS OIL CHANGE LLC		ALAN SCHNEIDER, MANAGER

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
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TALLAHASSEE, FLORIDA

PLAN OF MERGER

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>
ACEJ HOLDINGS APOPKA	FLORIDA	LIMITED LIABILITY COMPANY
SWEETWATER CAR WASH & EXPRESS OIL CHANGE	FLORIDA	LIMITED LIABILITY

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>
SWEETWATER CAR WASH & EXPRESS OIL CHANGE LLC	FLORIDA	LIMITED LIABILITY COMPANY

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

SEE PLAN OF MERGER HEREBY ATTACHED AS COMPOSITE EXHIBIT "A"
AND INCORPORATED HEREIN.

(Attach additional sheet if necessary)

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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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

SEE PLAN OF MERGER HEREBY ATTACHED AS COMPOSITE EXHIBIT "A"

AND INCORPORATED HEREIN.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

SEE PLAN OF MERGER HEREBY ATTACHED AS COMPOSITE EXHIBIT "A"

AND INCORPORATED HEREIN.

(Attach additional sheet if necessary)

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FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

SEE PLAN OF MERGER HEREBY ATTACHED AS COMPOSITE EXHIBIT "A"
AND INCORPORATED HEREIN.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

SEE PLAN OF MERGER HEREBY ATTACHED AS COMPOSITE EXHIBIT "A"
AND INCORPORATED HEREIN.

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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SEAL OF THE STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

by and between

ACEJ HOLDINGS APOPKA LLC

and

SWEETWATER CAR WASH & EXPRESS OIL CHANGE LLC

THIS AGREEMENT is made this 14th day of June, 2012 by and between the following parties:

- a) ACEJ Holdings Apopka LLC, a limited liability company organized and existing under the laws of the State of Florida and having its registered office at 11301 West Colonial Drive, Ocoee Fl 34761 (hereinafter referred to as "ACEJ"); and
- b) Sweetwater Car Wash & Express Oil Change LLC, a limited liability company organized and existing under the laws of the State of Florida and having its registered office at 1609 South Orange Blossom Trail, Apopka, FL 32703 (hereinafter referred to as "SWEETWATER APOPKA").

ACEJ may also interchangeably be referred to as the "Merging Company" and SWEETWATER APOPKA may also interchangeably be referred to as the "Surviving Company." Both companies may be referred to as "Parties."

WITNESSETH

WHEREAS, ACEJ and SWEETWATER APOPKA have a community of interest in the operation and ownership of their business for the common purpose of providing car wash and detailing services, subject to the terms and conditions of their respective Operating Agreements and Community of Interest Agreement; and

WHEREAS, the owners of ACEJ and SWEETWATER APOPKA are the same persons holding the same ownership interests; and

WHEREAS, the owners of ACEJ and SWEETWATER APOPKA have determined to unify their business through a merger of ACEJ and SWEETWATER APOPKA; and

WHEREAS, ACEJ Holdings Apopka LLC ("Merging Company") has agreed to merger of all of Merging Company's assets and liabilities into Sweetwater Car Wash & Express Oil Change LLC according to and under the terms of the Plan of Merger; and

WHEREAS, Sweetwater Car Wash & Express Oil Change LLC "Surviving Company" has agreed to the merger of all of Merging Company's assets and liabilities into Sweetwater Car Wash & Express Oil Change LLC according to and under the terms of the Plan of Merger.

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein, as well as Florida Statute §608.4383, the Parties agree as follows:

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ARTICLE 1 – Merger of Company

1.1 Upon the terms and subject to the conditions of this Agreement, at the Effective Time, (i) Merging Company shall be merged with and into the Surviving Company, (ii) the separate corporate existence of Merging Company shall cease and (iii) the Sweetwater Car Wash & Express Oil Change LLC shall be the surviving company and shall continue its legal existence under the laws of the State of Florida and the Operating Agreement of Sweetwater Car Wash & Express Oil Change LLC.

(b) The Merger shall become effective at the time of filing ("Effective Time") of a certificate of Merging Company attached hereto (the "Certificate of Merger"), with the Secretary of State of the State of Florida.

(c) At the Effective Time, the effects of the Merger shall be as provided in the applicable provisions of Florida Statute §608.4383. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time, all the property, rights, privileges, powers and franchises of the Surviving Company and the Merging Company shall vest in the Surviving Company, and all debts, liabilities, obligations, restrictions, disabilities and duties of the Merging Company shall become the debts, liabilities, obligations, restrictions, disabilities and duties of the Surviving Corporation.

(d) On the Effective Date which shall also be the closing date of this merger, the assets, accounts, property real and personal, tangible and intangible shall be released, conveyed, and automatically transferred from the Merging Company to Surviving Company.

1.2 The owners hereby agree that their previous ownership and operation of the business through the Merging Company and Surviving Company was a relationship wherein the Community of Interest Agreement achieved and maintained:

- a. A community of interest in the performance of the business of the companies.
- b. Joint control over the ownership and operation of the underlying business.
- c. Joint ownership in the facilities and clients.
- d. Sharing of profits and losses.

The owners intend to continue that relationship in the ownership and operation of the business through the Surviving Company.

ARTICLE 2 – Voting, Units, Interests, Rights, Directors, Officers, Profits & Losses

- 2.1 All Voting rights, company interests, rights of members and managers, directors, officer, as well as profits and losses of the Surviving Company shall be unchanged and the same as and governed by Surviving Company's Operating Agreement and Articles of Organization previously in existence.
- 2.2 The Surviving Company shall assume all assets, title to assets, interest, shares, obligations or other securities, in whole, of Merging Company.
- 2.3 The Surviving Company shall assume rights to acquire, all assets, title to assets, interest, shares, obligations or other securities, in whole, of Merging Company.
- 2.4 All other Terms and Conditions of the Operating Agreement of Sweetwater Car Wash & Express Oil Change LLC shall remain in existence.

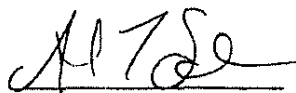
ARTICLE 3 – Good Standing

Parties are duly organized, validly existing and in good standing under the laws of Florida, with all requisite company power and authority to conduct its business as now being conducted, to own or use the respective properties and assets that it purports to own or use, and to perform all of its obligations under all material contracts to which it is a party.

IN WITNESS WHEREOF, this Agreement has been made and entered into on the day and year first written above.

ACEJ Holdings Apopka LLC

By:


Alan Schneider
Manager

Sweetwater Car Wash & Express Oil Change LLC

By:


Alan Schneider
Manager

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SHERIFF'S OFFICE
TALLAHASSEE, FLORIDA

By: _____
Christopher Jansen
Member

By: _____
Christopher Jansen
Member

By: _____
John Havenner
Member

By: _____
John Havenner
Member

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TALLAHASSEE, FLORIDA

By: Christopher Jansen
Christopher Jansen
Member

By: Christopher Jansen
Christopher Jansen
Member

By: John Havenner
John Havenner
Member

By: John Havenner
John Havenner
Member

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

July 5, 2012

BART R. SAUNDERS, ESQ.
LAW OFFICE OF SAUNDERS & SAUNDERS, P.A.
7232 WEST SAND LAKE ROAD, SUITE 202
ORLANDO, FL 32819

SUBJECT: SWEETWATER CAR WASH & EXPRESS OIL CHANGE LLC
Ref. Number: L11000004974

We have received your document for SWEETWATER CAR WASH & EXPRESS OIL CHANGE LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Need the exact name, form/entity type, and jurisdiction for EACH merging party.

Signatures of each merging party.

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) 245-6051.

Barbara Bostick
Regulatory Specialist II

Letter Number: 612A00018171