

Division of Corporations

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Florida Department of State
Division of Corporations
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A. LUNT

MAY 16 2010

EXAMINER

MERGER OR SHARE EXCHANGE
Reeling Properties Company, LLC

Certificate of Status	1
Certified Copy	1
Page Count	11
Estimated Charge	\$95.00

\$112.50

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Corporate Filing Menu

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ARTICLES (CERTIFICATE) OF MERGER

The following Articles (Certificate) of Merger (referred hereafter as the "Articles of Merger") are being submitted in accordance with Section 608.4381(2) of the Florida Statutes and Section 322A of the Minnesota Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for the merging party ("Merging Limited Partnership") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Reiling Properties Company, LP a Minnesota limited partnership 4351 Gulfshore Blvd N. 6N LeRivage Naples, Florida 34103	Minnesota	Limited Partnership

Minnesota Document/Registration Number: LP-10843
FEI Number: 41-1377298

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party ("Surviving Limited Liability Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Reiling Properties Company, LLC, a Florida limited liability company 4351 Gulfshore Blvd N. 6N LeRivage Naples, Florida 34103	Florida	Limited Liability Company

Florida Document/Registration Number: L11000027388
FEI Number: 41-1377298

THIRD: The attached Plan of Merger meets the requirements of Section 608.4381(2) of the Florida Statutes, and was approved and executed by the Manager and all of the Members of the Surviving Company in accordance with Chapter 608 of the Florida Statutes on March 4, 2011.

FOURTH: The attached Plan of Merger was approved and executed by the Merging Company by all of the General Partners and Limited Partners in accordance with the respective laws of the State of Minnesota on March 4, 2011.

FIFTH: The Surviving Company agrees that the Secretary of State of the State of Florida is appointed as agent of the Surviving Company on whom process in the State of Florida in any action, suit or proceeding for the enforcement of an obligation of each entity constituent to the Merger may be served and states that for purposes of receiving a cop of such process its address is as stated above in Article SECOND.

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SIXTH: The Surviving Company has obtained the written consent of each Member that as a result of the merger each Member is now a Member of the Surviving Company pursuant to Section 608.4381(2) of the Florida Statutes.

SEVENTH: The Plan of Merger will be on file with the Surviving Company at the address stated above in Article SECOND. A copy of the Plan of Merger will be furnished by the Surviving Company, on request and without cost, to any Member of each entity that is a party to the merger or any person holding an interest in any other entity which is a party to the merger.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the respective laws of all applicable jurisdictions and is not prohibited by the bylaws or articles of incorporation of any company that is a party to the merger.

NINTH: The merger shall become effective as of March 4, 2011.

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

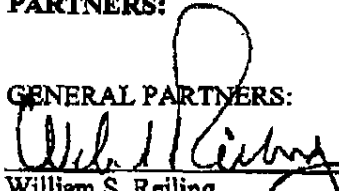
NOW, THEREFORE, the undersigned, being the authorized General Partners and Limited Partners of the Merging Company and the Members of the Surviving Company hereinbefore named, for the purpose of Merging the respective Companies under the Florida Limited Liability Company Act and the Minnesota Limited Partnership Act have executed these Articles (Certificate) of Merger this 4th day of March, 2011.

MERGING COMPANY:

REILING PROPERTIES COMPANY, LP,
a Minnesota limited partnership

PARTNERS:

GENERAL PARTNERS:


William S. Reiling


Joanne V. Reiling

LIMITED PARTNERS:


Mark W. Reiling


Cynthia A. Krebsbach

SURVIVING COMPANY

REILING PROPERTIES COMPANY, LLC,
a Florida limited liability company

MEMBERS:

WILLIAM S. REILING REVOCABLE TRUST
DATED 8/1/95, AS AMENDED


William S. Reiling, co-Trustee


Joanne V. Reiling, co-Trustee

JOANNE V. REILING REVOCABLE TRUST
DATED 8/1/95, AS AMENDED



Joanne V. Reiling, co-Trustee

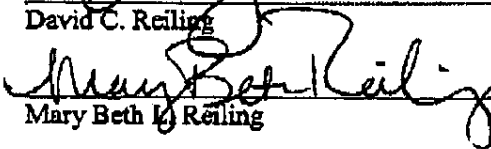

William S. Reiling, co-Trustee

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PARTNERS:

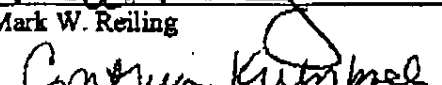


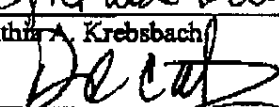
David C. Reiling



Mary Beth L. Reiling

MEMBERS:



Mark W. Reiling


Cynthia A. Krebsbach


David C. Reiling


Mary Beth L. Reiling

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PLAN OF MERGER AND REORGANIZATION

The following Plan of Merger and Reorganization (the "Plan") is being submitted in accordance with Section 608.4381(2) of the Florida Statutes and Section 322A of the Minnesota Statutes. In addition the Plan is in accordance with Section 368 of the Internal Revenue Code of 1986, as amended (the "Code").

FIRST: The exact name and jurisdiction of the merging party (the "Merging Limited Partnership") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Reiling Properties Company, LP, a Minnesota limited partnership 4351 Gulfshore Blvd N. 6N LeRivage Naples, Florida 34103	Florida	Limited Partnership

Minnesota Document/Registration Number: LP-10843
FEI Number: 41-1377298

SECOND: The exact name and jurisdiction of the surviving party ("Surviving Limited Liability Company") is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Reiling Properties Company, LLC, a Florida limited liability company 4351 Gulfshore Blvd N. 6N LeRivage Naples, Florida 34103	Florida	Limited Liability Company

Florida Document/Registration Number: L11000027388
FEI Number: 41-1377298

THIRD: Terms, Conditions and Statements in compliance with Section 322A of the Minnesota Statute, Chapter 608 of the Florida Statutes and Section 368(a)(1)(F) of the Code.

A. The effective date of the merger is to take place on the date the Plan of Merger and the Articles of Merger are first filed with the State of Minnesota (the "Effective Date").

B. The Merging Limited Partnership and the Surviving Limited Liability Company shall be a single entity known as Reiling Properties Company, LLC, a Florida limited liability company.

C. The Merging Limited Partnership shall cease to exist following the Effective Date of the merger.

D. The Merging Limited Partnership and the Surviving Limited Liability Company shall be treated the same for federal income tax purposes and, therefore, the Surviving Limited Liability Company shall use the same tax identification number as the Merging Limited Partnership.

E. The corporate enterprise shall continue uninterrupted and is, therefore, a mere change of corporate vehicles for federal income tax purposes. In addition, the entire value of the proprietary interest in the Merging Limited Partnership is to be preserved in the reorganization and within the Surviving Limited Liability Company.

F. The purpose of the merger, in part, is to protect the business assets from the owner's creditors and to allow for the continued management structure. As such, the transaction and acts contemplated in this Plan are an ordinary and necessary incident of the conduct of the business.

G. The Surviving Limited Liability Company shall possess all the rights, privileges, powers, causes of action, and interest of the Merging Limited Partnership; and all property, real and personal, and all debts due on whatever account, and every other interest belonging to or due to the Merging Limited Partnership, shall be vested in the Surviving Limited Liability Company without further act or deed.

H. The Surviving Limited Liability Company shall be responsible and liable for all of the debts, liabilities and obligations of the Merging Limited Partnership; and all existing or pending claims, actions or proceedings by or against the Merging Limited Partnership may be prosecuted to judgment as if the merger had not taken place, or the Surviving Limited Liability Company may be substituted in the place of the Merging Limited Partnership, and neither the rights of creditors nor any liens upon the property of the Merging Limited Partnership shall be impaired by the merger.

I. With respect to each entity, the aggregate amount of net assets of the Merging Limited Partnership that was available to support and pay distributions before the merger, shall continue to be available for the payment of distributions by the Surviving Limited Liability Company, except to the extent that all or a portion of those net assets may be transferred to the stated capital of the Surviving Limited Liability Company.

J. The cost or other basis of all property transferred incident to this Plan shall be the cost and basis as held by the Merging Limited Partnership.

FOURTH: Conversion of Ownership Interests

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 intended to comply with Section 368(a)(1)(F) of the Code and specifically is as follows:

A. All of the General Partners and Limited Partners of the Merging Limited Partnership and the Members of the Surviving Limited Liability Company and the outstanding percentage of ownership percentage interests issued are identical. At and after the Effective Date, all of the previously issued and outstanding partnership units of the Merging Limited Partnership that were issued and outstanding immediately prior to the Effective Date shall be automatically surrendered and canceled.

B. Upon the surrender and cancellation of the Merging Limited Partnership's outstanding certificates, the Surviving Limited Liability Company shall issue membership certificates representing

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ownership of the Surviving Limited Liability Company to the Member in identical interests as owned prior to the merger/reorganization. No money or distributions or other dispositions shall be received or given under this Plan.

C. The Merging Limited Partnership and the Surviving Limited Liability Company hereby acknowledge that the transfer of ownership interests are to be treated as if the Surviving Limited Liability Company received the assets and liabilities of the Merging Limited Partnership in exchange for its membership units in a non-recognition event under Section 1032(a) of the Code.

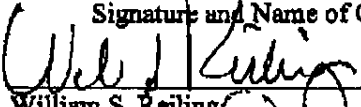
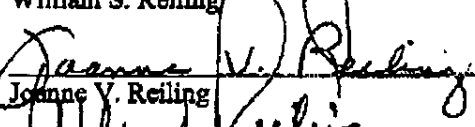
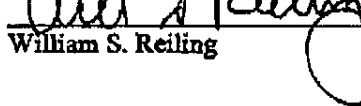
D. In addition, the Merging Limited Partnership and the Surviving Limited Liability Company hereby acknowledge that subsequent to the transfer of assets for the ownership interests in the Surviving Limited Liability Company the Merging Limited Partnership shall thereafter issue the membership units of the Surviving Limited Liability Company to its General Partners and Limited Partners in exchange for the Partners' partners interests in the Merging Limited Partnership in a non-recognition event under Section 354(a)(1) of the Code.

FIFTH: The name and address of the manager of the Surviving Limited Liability Company is as follows:

William S. Reiling
4351 Gulfshore Blvd N.
6N LeRivage
Naples, Florida 34103

SIXTH: SIGNATURE(S) FOR EACH PARTY:

Under penalties of perjury, we declare that we consent to the above Plan of Merger and Reorganization of the Merging Limited Partnership and Surviving Limited Liability Company and that we have examined this Plan, and to the best of our knowledge and belief, it is true, correct, and complete. As General Partners of the Merging Limited Partnership and Manager of the Surviving Limited Liability Company, we further declare that we are authorized to execute this Plan and statement on its behalf.

<u>Name of Entity</u>	<u>Signature and Name of Officer</u>	<u>Title or Position</u>
Reiling Properties Company, LP, a Minnesota limited partnership	 William S. Reiling	General Partner
	 Joanne V. Reiling	General Partner
Reiling Properties Company, LLC, a Florida limited liability company	 William S. Reiling	Manager

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**ACTION BY WRITTEN CONSENT
OF THE GENERAL PARTNERS AND LIMITED PARTNERS
IN LIEU OF A MEETING
OF
REILING PROPERTIES COMPANY, LP, A MINNESOTA LIMITED PARTNERSHIP**

WHEREAS, as of the date of this Consent, the undersigned General Partners and Limited Partners are all of the Partners of Reiling Properties Company, LP, a Minnesota limited partnership (the "Limited Partnership");

WHEREAS, the General Partners have submitted a recommended Plan of Merger and Reorganization to all of the Partners for approval; and

WHEREAS, upon the approval of the Plan of Merger and Reorganization by all of the Partners, the General Partners shall authorize its effect.

NOW, THEREFORE, the undersigned, being all of the General Partners and Limited Partners of the Limited Partnership and in accordance with the Minnesota Statutes relating to actions taken without a meeting, and by their signature hereto, due hereby consent in writing to the following actions:

RESOLVED, upon the recommendation of the General Partners, all of the Partners have reviewed and hereby approve the Plan of Merger and Reorganization in the form attached hereto; and be it further

RESOLVED, the General Partners are hereby authorized to do all acts necessary to effect the Plan of Merger and Reorganization; and be it further

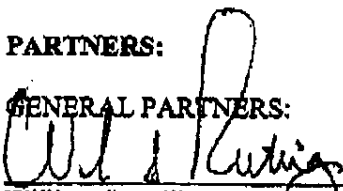
RESOLVED, this action by written consent of all of the Partners of the Limited Partnership shall be in lieu of a meeting.

Pursuant to Section 322A of the Minnesota Statutes, execution of this Consent by the undersigned waives any right to notice of or requirement to call a formal meeting to conduct the business referred to herein.

Dated as of this 4th day of March, 2011.

PARTNERS:

GENERAL PARTNERS:

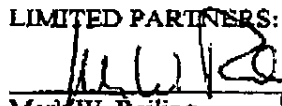

William S. Reiling



Joanne V. Reiling

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LIMITED PARTNERS:


Mark W. Reiling


Cynthia A. Krebsbach


David C. Reiling


Mary Beth L. Reiling

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**CONSENT TO ACTIONS TAKEN WITHOUT A MEETING
OF
THE MEMBERS AND MANAGER
OF
REILING PROPERTIES COMPANY, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

WHEREAS, as of the date of this Consent, the undersigned Members and Manager are all of the Members and Managers of record of Reiling Properties Company, LLC, a Florida limited liability company (the "Company"), a manager-managed limited liability company;

WHEREAS, the Manager has submitted a recommended Plan of Merger and Reorganization to the Members for approval; and

WHEREAS, upon the approval of the Plan of Merger and Reorganization by the Members, the Manager shall effect the Plan of Merger and Reorganization.

NOW, THEREFORE, the undersigned, being all of the Members and the sole Manager of the Company, in accordance with the Florida Limited Liability Company Act (the "Act") relating to consents taken without a meeting, hereby consent to the following actions:

RESOLVED, upon the recommendation of the Manager, the Members have reviewed and hereby approve the Plan of Merger and Reorganization in the form attached hereto; and be it further

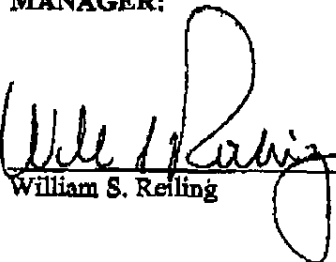
RESOLVED, upon the approval of the Members, the Manager shall do all acts necessary to effect the Plan of Merger and Reorganization; and be it further

RESOLVED, this action by written consent of the Members and Manager of the Company shall be in lieu of a meeting of the Company.

Pursuant to the Act, execution of this Consent by the undersigned waives any right to notice of or requirement to call a formal meeting to conduct the business referred to herein.

Dated as of this 4th day of March, 2011.

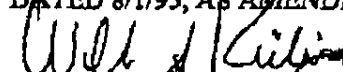
MANAGER:



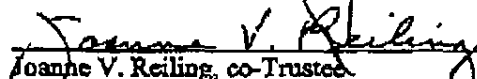
William S. Reiling

MEMBERS:

WILLIAM S. REILING REVOCABLE TRUST
DATED 8/1/95, AS AMENDED



William S. Reiling, co-Trustee



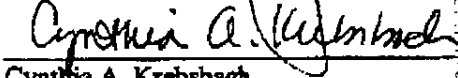
Joanne V. Reiling, co-Trustee

JOANNE V. REILING REVOCABLE TRUST
DATED 8/1/95, AS AMENDED


Joanne V. Reiling, co-Trustee


William S. Reiling, co-Trustee


Mark W. Reiling


Cynthia A. Krebsbach


David C. Reiling


Mary Beth Reiling

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May 13, 2011

Dear Gretchen Harvey,

My name is Harvey Walfish. I recently applied for an LLC by the name Good Sports USA, LLC. Your reply to me as Document Number: W11000025773; Tracking Number: 800207401738 and Pin Number 1738 was stated that the document was not filed because the name already existed as a corporation. The corporation document number is V42914.

I want you to know that I am the Principal of this corporation. I would also be the Principal of the LLC.

The Principals would be the same person for both entities. The Corporation as well as the LLC.

Since we are one and the same person for said both entities, I am asking that you allow my request for the LLC to be named the same as Good Sports USA, the corporation and Good Sports USA, LLC.

I look forward to a favorable response.

Sincerely,

Harvey Walfish, President

Harvey Walfish, President

Good Sports USA.

Email: hwalfish@gmail.com

(954) 918-3097

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