

L11000094927

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

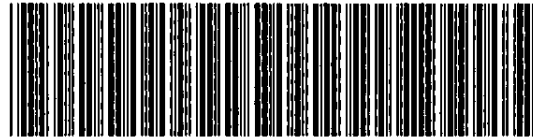
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800227002418

04/03/12--01025--007 **70.00

FILED
12 APR -3 PM 1:55
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. BRUCE

APR 04 2012

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Speedway Sand & Gravel, LLC
Name of Surviving Party

Please return all correspondence concerning this matter to:

Steven K. Teuber

Contact Person

Neaheer & Teuber, PL

Firm/Company

2240 W. First Street, Suite 100

Address

Fort Myers, FL 33901

City, State and Zip Code

STeuber@AnotherLawFirm.com

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

For further information concerning this matter, please call:

Steven K. Teuber

Name of Contact Person

at (239)

Area Code and Daytime Telephone Number

288-0538

☒ Certified Copy (optional) \$8.75

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

FILED
12 APR -3 PM 1:55
CLERK OF SUPERIOR COURT
TALLAHASSEE, FLORIDA

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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>
<u>Speedway Sand & Gravel, Inc.</u>	<u>Wisconsin</u>	<u>Corporation</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
<u>Speedway Sand & Gravel, LLC</u>	<u>Florida</u>	<u>Limited Liability Co.</u>
		<u>L11000094927</u>

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.

FILED
12 APR -9 PM 1:55
CLERK OF STATE
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:

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:

8500 Greenway Blvd. #202

Middleton, WI 53562

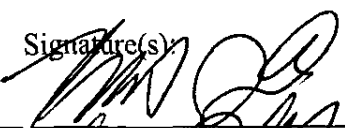
SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

FILED
12 APR -3 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s)	Typed or Printed Name of Individual:
Speedway Sand & Gravel, Inc.		Thomas G. DeBeck
Speedway Sand & Gravel, LLC		Thomas G. DeBeck

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

FILED
12 APR -3 PM 1:56
SECRETARY OF STATE
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>
<u>Speedway Sand & Gravel, Inc.</u>	<u>Wisconsin</u>	<u>Corporation</u>

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>
Speedway Sand & Gravel, LLC	Florida	Limited Liability Co.

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

See Attached Plan

(Attach additional sheet if necessary)

FILED
12 APR -3 PM 1:56
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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 Attached Plan

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the 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 Attached Plan

(Attach additional sheet if necessary)

FILED
12 APR -3 PM 1:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Thomas G. DeBeck

1256 Anhinga Lane

Sanibel, FL 33957

(Attach additional sheet if necessary)

FILED
12 APR -3 PM 1:56
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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

See attached plan

(Attach additional sheet if necessary)

EIGHTH: Other provision, if any, relating to the merger are as follows:

See attached plan

(Attach additional sheet if necessary)

FILED
12 APR -3 PM 1:56
CLERK OF STATE
TALLAHASSEE, FLORIDA

PLAN OF MERGER

THIS PLAN OF MERGER, adopted on 20th day of August, 2011, by Speedway Sand & Gravel, Inc., a Wisconsin domestic corporation (hereinafter referred to as Corp.) which is taxed as a C Corporation and is a domestic corporation with an Entity ID field with the Division of Corporations in Wisconsin of 1S14816, has approved coincidentally with the Florida Limited Liability Company, Speedway Sand & Gravel, LLC, a plan of merger, originally termed a "Plan of Conversion" and this plan, now shall be deemed a "Plan of Merger". Said term "conversion" shall be replaced with the term "merger" where so found.

I. PLAN OF MERGER

This plan of Merger sets forth the terms, conditions and manner in which the Corp., subject to the approval of its shareholders and directors, will merge the Corp. into Speedway Sand & Gravel, LLC, a limited liability company, hereinafter referred to as "LLC". The LLC shall be the resulting entity following the Merger and shall be governed by the laws of the state of Florida, which state shall continue to be its domicile.

II. EFFECTIVE DATE

The Merger provided for in this plan of Merger shall become effective and the corporation shall be deemed to have converted into the LLC upon the execution and filing with the Florida Dept. of State of the Certificate of Merger of the corporation as required by s.607.1113 and 608.439. The date and time of the Merger of the corporation is referred to herein as the "effective date".

III. MANNER OF CONVERTING SHARES

At original formation and prior to the Merger the corporation had issued and authorized only 100 shares of common stock in the corporation issued to Thomas G. DeBeck as sole shareholder. The manner and basis of converting the outstanding shares of stock into units of the new LLC shall be as follows:

- A. Shares of the Corporation: Upon the effective date the total issued and outstanding stock, or 100 shares shall be converted to 100 units of the new LLC. Further 100 units of the new LLC by virtue of the Merger and without further action on the part of the holder thereof, shall be transferred to 100 units of the LLC to Thomas G. DeBeck. Following Merger he shall be the holder of all 100 units of the new LLC.
- B. Prenuptial Agreement: Immediately upon Merger and issuance of the 100 units to Thomas G. DeBeck, Thomas G. Debeck shall surrender the 100 units to the LLC, pursuant to the Prenuptial Agreement executed between Thomas G. DeBeck and Deborah Wells, and have two certificates issues, the first to Thomas G. DeBeck in the amount of 90 units and the second to Deborah Wells in the amount of 10 units, as prescribed in the Prenuptial Agreement.

FILED
APR - 3 PM 1:57
CLERK OF STATE
TALLAHASSEE, FLORIDA

IV. EFFECT OF THE MERGER

- A. Existence of the Corporation: On the effective date, the separate existence of the corporation, namely Speedway Sand & Gravel, Inc., shall cease and all of the property, real, personal and mixed and all interest therein of the corporation and all debts due to the corporation shall be transferred to and invested in Speedway Sand & Gravel, LLC, without further act or deed and without reversion or interment, all pursuant to Chapter 608, more specifically F.S. 608.439 and F.S. 608.4404. The original shareholder, namely Thomas G. DeBeck has agreed and does hereby waive all rights to any appraisal of his stock or proprietary rights in the converting corporation pursuant to state law.
- B. Operating Agreement: A copy of the new Operating Agreement and the new management Resolution of the LLC are attached hereto as Exhibit "A".
- C. Expenses: The corporation shall pay all expenses of carrying this plan of Merger into effect and of accomplishing the Merger.
- D. "Non fraudulent Merger" The creation of the LLC and the transfer and or Merger from any the current entity is in part undertaken for estate tax or general asset consolidation purposes, and the principal owners, transferors has/have not transferred away any existing creditor's access to the any debtor's property, and the property transferred is not considered exempt - the principals if anything have only changed the form to one in which a specific remedy is available to creditors seeking collection

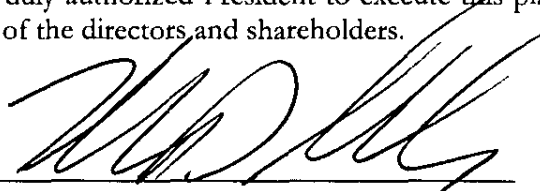
V. MANAGEMENT

- A. Thomas G. DeBeck as unit holder shall become the manager/member of the new LLC all as described and set out in the attached Operating Agreement hereto.
- B. Thomas G. DeBeck shall execute the back of the existing Stock Certificates in the converting corporation back to the corporation and as the new managing member shall execute (a) new member unit certificate as to the 100 units showing that he will be the owner of all 100 units in the new LLC all pursuant to Florida laws - see new LLC Transfer Ledger for # of units held by the Manager/member. Immediately upon issuance of the 100 units to Thomas G. DeBeck, Thomas G. Debeck shall surrender the 100 units to the LLC, pursuant to the Prenuptial Agreement executed between Thomas G. DeBeck and Deborah Wells, and have two certificates issues, the first to Thomas G. DeBeck in the amount of 90 units and the second to Deborah Wells in the amount of 10 units, as prescribed in the Prenuptial Agreement. Thomas G. DeBeck and Deborah Wells shall coordinate the transfer of the 10 units and their full market value with their respective accountants and file any needed tax return for the transfer to Deborah Wells for full value.
- C. Since the original entity was taxed as an "S Corporation" it is acknowledged by the undersigned that there should be no taxable effect in this Merger since the accountants and

FILED
APR 23 PM 1:57
CLERK OF DISTRICT COURT
STATE OF FLORIDA

is electing "S Corporation" structure so that the manner of taxation shall remain the same as a pass through entity under the Partnership regulations of the Internal Revenue Service.

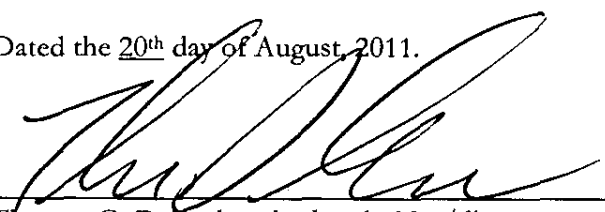
In witness whereof the corporation has caused its duly authorized President to execute this plan of conversion and the same is hereby approved by all of the directors and shareholders.

By: 

Thomas G. DeBeck, President/Secretary

The undersigned being the sole stockholder, director and officer of the Corporation, Speedway Sand & Gravel, Inc., hereby consent to the foregoing meeting and the plan of conversion to a new LLC called Speedway Sand & Gravel, LLC. I ratify and confirm the proceedings had and taken thereat and waive all statutory or by-law requirements as to the notice of time, place or object of the meeting, and I as undersigned also waive any right that undersigned may have had as an independent shareholder to any appraisal or other documents or forms or notices so that said conversion may take place at the date and time set forth herein.

Dated the 20th day of August, 2011.


Thomas G. DeBeck, sole shareholder/director

FILED
12 APR -3 PM 1:57
SECRETARY OF STATE
TALLAHASSEE-FLORIDA