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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

D. BRUCE

NOV 28 2011

EXAMINER

EFFECTIVE DATE 11/15/11



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

November 15, 2011

GHEORGHE (GEORGE) STAN  
P.O. BOX 167  
POOLER, GA 31322

SUBJECT: GHEORGHE STAN LLC  
Ref. Number: L11000127049

We have received your document for GHEORGHE STAN LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date cannot be prior to the date of filing.

The effective date of the Merger cannot be prior to 11/14/11, the date the Merger was received by this office.

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) 245-6984.

Deborah Bruce  
Regulatory Specialist II

Letter Number: 011A00025868

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** GHEORGHE STAN 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:

GHEORGHE (GEORGE) STAN

Contact Person

GHEORGHE STAN LLC

Firm/Company

P.O. Box 167

Address

Pooler, GA 31322

City, State and Zip Code

george.stan@inbox.com

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

GHEORGHE (GEORGE) STAN at ( 602 ) 459-3198

Name of Contact Person

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

**STATE OF FLORIDA**  
**ARTICLE OF MERGER**  
**of**  
**GHEORGHE STAN LLC**  
**a Georgia limited liability company**  
  
**Into**  
**GHEORGHE STAN LLC**  
**a Florida Limited Liability Company**

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**TALLAHASSEE, FLORIDA**

The following articles of merger are being submitted in accordance with Section 608.4382, Florida Statutes and Section 14-11-904, Official Code of Georgia (or "Georgia Code" or "O.C.G.A" hereinafter).

**FIRST:** The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

| <u>Name and Street Address</u>  | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|--------------------|
| 1. GHEORGHE STAN LLC<br>1515 Benton Blvd., Suite 1511<br>Pooler, GA 31322<br>Georgia Control No. 09026593<br>FEI Number: 26-4694734 | Georgia             | LLC                |

**SECOND:** The exact name, street address of its principal office, jurisdiction and entity type for each surviving party are as follows:

| <u>Name and Street Address</u>  | <u>Jurisdiction</u> | <u>Entity Type</u> |
|---|---------------------|--------------------|
| 1. GHEORGHE STAN LLC<br>1515 Benton Blvd., Suite 1511<br>Pooler, GA 31322<br>Florida Document/Registration Number: L11000127049<br>FEI Number: 26-4694734 | Florida             | LLC                |

**THIRD:** The attached Plan of Merger meets the requirements of Section 608.4381, Florida Statutes and Section 14-11-902 of Georgia Code. The Plan of Merger was approved by GHEORGHE STAN LLC, a Georgia limited liability company, as the merging party, pursuant to a unanimous action by written consent of the managing members, and the requisite percentage of members in accordance with Sections 14-11-901, 14-11-902 and 14-11-903 of Georgia Code and Sections 608.438 and 608.4381, Florida Statutes, and was adopted by the managing members of GHEORGHE STAN LLC, a Florida limited liability company, as the surviving entity, pursuant to a unanimous action by written consent of the managing members, and the requisite percentage of members in accordance with Sections 608.438 and 608.4381, Florida Statutes.

EFFECTIVE DATE 11/15/11

**FOURTH:** As provided in the Plan of Merger, the following actions will occur:

- a) The Merging LLC shall merge with and into the Surviving LLC. The separate existence of the Merging LLC shall cease. All properties, franchises and rights belonging to the Merging LLC, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving Corporation, which shall thenceforth be responsible for all the liabilities and obligations of each entity.
- b) The Articles of Organization and Operating Agreement of the Surviving LLC, as in effect immediately prior to the Effective Date, shall thereafter continue in full force and effect as the Articles of Organization and Operating Agreement of the Surviving LLC until altered or amended as provided therein or by law.
- c) Each membership unit of the Merging LLC issued and outstanding immediately prior to the Effective Date shall be cancelled.

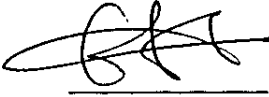
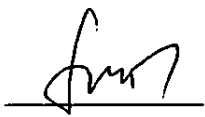


**FIFTH:** The Surviving entity has obtained the written consent of each member or person that as a result of the merger is now a general partner of the surviving entity pursuant to Section 608.4381(2), Florida Statutes.

**SIXTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the operating agreement or the regulations or the articles of organization of any limited liability company that is a party to the merger.

**SEVENTH:** The merger shall become effective as of November 15, 2011.

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

**NINTH:** Signatures for each party:

| <u>Name of Entity</u>       | <u>Signature(s)</u>   | <u>Type or Printed Name of Individual</u> |
|-----------------------------|---|---|
| GHEORGHE STAN LLC (Georgia) |  | GHEORGHE (GEORGE) STAN                    |
| GHEORGHE STAN LLC (Georgia) |  | NICOLETA STAN                             |
| GHEORGHE STAN LLC (Florida) |  | GHEORGHE (GEORGE) STAN                    |
| GHEORGHE STAN LLC (Florida) |  | NICOLETA STAN                             |

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TALLAHASSEE, FLORIDA

## PLAN OF MERGER

**1. Names of Merging Entities:** GHEORGHE STAN LLC ("Gheorghe Stan LLC"), a Georgia limited liability company, shall be merged with and into GHEORGHE STAN LLC ("Gheorghe Stan LLC"), a Florida limited liability company.

### **2. Terms and Conditions of the Proposed Merger**

**2.1. The Merger:** The merger of Gheorghe Stan LLC, a Georgia limited liability company, into Gheorghe Stan LLC, a Florida limited liability company, (the "Merger") shall occur at the Effective Time, as defined below, at which time the separate existence of Gheorghe Stan LLC, a Georgia limited liability company, shall cease. Gheorghe Stan LLC, a Florida limited liability company, shall be the surviving LLC (the "Surviving LLC") and its corporate existence, with all of its purposes, powers and objects, shall continue unaffected and unimpaired by the Merger. (Gheorghe Stan LLC, a Georgia limited liability company, and Gheorghe Stan LLC, a Florida limited liability company, are hereinafter sometimes collectively referred to as the "Constituent Corporations")

**2.2. The Surviving LLC:** The Surviving LLC, without any further act or deed, shall (a) have the purposes and possess all the rights, privileges, immunities, powers, franchises and authority, both public and private, and be subject to all the restrictions, disabilities, duties and liabilities of the Constituent Corporations, and neither the rights of creditors nor any liens upon the property of either the Constituent Corporations shall be impaired by the Merger; (b) be vested with all the assets and property, whether real, personal or mixed, and every interest therein, wherever located, belonging to each of the Constituent Corporations; and (c) be liable for all of the obligations and liabilities of each Constituent Corporation existing immediately prior to the Effective Time. The title to any real estate or any interest therein vested in either of the Constituent Corporations shall not revert or in any way be impaired by reason of the Merger.

**2.3. Articles of Organization:** The Articles of Organization of Gheorghe Stan LLC, a Florida limited liability company, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving LLC until the same shall thereafter be altered, amended or repealed in accordance with the Florida Limited Liability Company Act ("FLLCA").

**2.4. Operating Agreement:** The Operating Agreement of Gheorghe Stan LLC, a Florida limited liability company, as in effect immediately prior to the Effective Time shall be the Operating Agreement of the Surviving Corporation until such shall thereafter be altered, amended or repealed in the manner provided for in such Operating Agreements and in accordance with FLLCA.

**2.5. Members and Managers:** The Members of the Surviving LLC shall consist of the Members of Gheorghe Stan LLC, a Florida limited liability company, as in effect immediately prior to the Effective Time. The Managers of the Surviving LLC shall consist of the Managers of Gheorghe Stan LLC, a Florida limited liability company, as in effect immediately prior to the Effective Time, until their successors are elected and qualified.

**3. Terms and Conditions:** Gheorghe Stan LLC, a Georgia limited liability company, shall merge with and into the Surviving LLC. The separate existence of Gheorghe Stan LLC, a Georgia limited liability company, shall cease. All properties, franchises and rights belonging to Gheorghe Stan LLC, a Georgia limited liability company, by virtue of the Merger and without further act or deed, shall be deemed to be vested in the Surviving LLC, which shall thenceforth be responsible for all the liabilities and obligations of each corporation.

**4. Effective Time of the Merger:** The Merger shall be effective at 12:01 AM on November 11, 2011 (the "Effective Time").

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11 NOV 14 PM 4:09  
CLERK OF STATE  
TALLAHASSEE, FLORIDA  
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