

L11000138560

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

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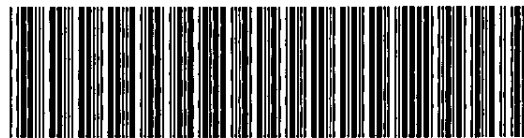
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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01/27/12--01023--004 **55.00

02/14/12--01009--004 **25.00

T. CLINE

FEB 15 2012

EXAMINER

2012 FEB 14 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 31, 2012

GREGORY HUNZIKER
HUNZIKER LAW GROUP LLC
416 MAIN STREET, 16TH FLOOR
PEORIA, IL 61602

SUBJECT: NEW BS WHEEL LLC
Ref. Number: L11000138560

We have received your document for NEW BS WHEEL LLC and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

The fee to file the merger is \$50.00 if you need a certified copy is a additional \$30.00.

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) 245-6020.

Tammi Cline
Regulatory Specialist II

Letter Number: 412A00003157

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2012 FEB 14 AM 9:01
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



**Hunziker Law
Group LLC**

Florida Secretary of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

December 27, 2011

*Attorneys and
Counselors at Law*

Re: **New BS Wheel LLC**, surviving entity

To Whom It May Concern:

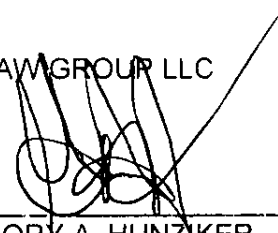
The enclosed Certificate of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to:

Gregory A. Hunziker
Hunziker Law Group LLC
Sixteenth Floor
Commerce Bank Building
416 Main Street
Peoria, Illinois 61602
Phone: 309.676.7777
Facsimile: 309.676.1326
Email: greg@hunzikerlaw.com

Best regards,

HUNZIKER LAW GROUP LLC



GREGORY A. HUNZIKER

*Sixteenth Floor
Commerce Bank
Building
416 Main Street
Peoria, Illinois 61602
309.676.7777
309.676.1326 fax
info@hunzikerlaw.com*

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cover/ette 122211

2012 FEB 14 AM 9:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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February 9, 2012

**Hunziker Law
Group LLC**

*Attorneys and
Counselors at Law*

Florida Secretary of State
Registration Section
Division of Corporations
PO Box 6327
Tallahassee, Florida 32314

Re: **New BS Wheel LLC**, surviving entity

To Whom It May Concern:

The enclosed Certificate of Merger and fee are submitted for filing. A check in the amount of \$55.00 is already in your possession.

Please return all correspondence concerning this matter to:

Gregory A. Hunziker
Hunziker Law Group LLC
Sixteenth Floor
Commerce Bank Building
416 Main Street
Peoria, Illinois 61602
Phone: 309.676.7777
Facsimile: 309.676.1326
Email: greg@hunzikerlaw.com

Best regards,

HUNZIKER LAW GROUP LLC

GREGORY A. HUNZIKER

Sixteenth Floor
Commerce Bank
Building
416 Main Street
Peoria, Illinois 61602
309.676.7777
309.676.1326 fax
info@hunzikerlaw.com

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2012 FEB 14 AM 9:08
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TALLAHASSEE, FLORIDA

L11-138560

**Certificate of Merger of
New BS Wheel LLC
a Florida Limited Liability Company and
BS Wheel LLC, an Illinois Limited Liability Company**

This Certificate of Merger ("Certificate") is submitted to merge the following Florida Limited Liability Company in accordance with s. 608.4382, Florida Statutes.

FIRST: The names, types of entities and jurisdictions for each merging company are BS Wheel LLC an Illinois Limited Liability Company and New BS Wheel LLC, a Florida Limited Liability Company.

SECOND: The name, type of entity and jurisdiction of the surviving company is New BS Wheel LLC, a Florida limited liability company.

THIRD: The Plan of Merger ("Merger") which is attached hereto as **Exhibit A** was approved by both of the limited liability companies that are a party to the Merger in accordance with the applicable provisions of Chapters 607, 608, 617 and/or 620, Florida Statutes.

FOURTH: The Merger was approved by both entities that party to the Merger in accordance with the applicable laws of the state of Illinois, under which the other entity was formed and organized.

FIFTH: If other than the date of filing with the Florida Department of State, the effective date of the Merger is March 1, 2012.

SIXTH: The surviving entity was formed and organized under the laws of Florida and its principal Florida office address is Susan E. Wentz, 321 Ocean Forest Drive, St. Augustine, Florida 32080.

SEVENTH: As the surviving entity was formed and organized under the laws of Florida, it need not agree to pay to any of its members with appraisal rights the amount which the members are entitled under ss. 608.4351-608.43595, Florida Statutes.

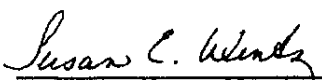
EIGHTH: As the surviving entity is not a non Florida entity that is not qualified to transact business in Florida, the surviving entity need not list a street and mailing address of an office which the Florida Department of State may use for purposes of s. 48.181, Florida Statutes.

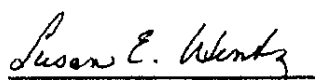
As the surviving entity is not a non Florida entity that is not qualified to transact business in Florida, the surviving entity need not appoint the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of either of the two limited liability companies that merged into the surviving entity, including any appraisal rights of its members under ss. 608.4351-608.43595, Florida Statutes.

NINTH: Entity signatures dated December 23, 2011.

New BS Wheel LLC

BS Wheel LLC


Susan E. Wentz, Member


Susan E. Wentz, Member

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TALLAHASSEE, FLORIDA

**PLAN OF MERGER OF BS WHEEL LLC,
AN ILLINOIS LIMITED LIABILITY COMPANY
INTO NEW BS WHEEL LLC
A FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

**Plan and Agreement of Merger
between New BS Wheel LLC
and BS Wheel LLC**

THIS PLAN AND AGREEMENT OF MERGER ("Agreement") is entered into this 23 day of December 2011 by and between **BS Wheel LLC**, an Illinois limited liability company ("Old BS") and **New BS Wheel LLC**, a Florida limited liability company ("New BS").

RECITALS

WHEREAS, New BS is in good standing and was organized under the law of Florida on December 9, 2011. The registered office of New BS is 320 High Tide Drive, St. Augustine, Florida, 32080 and the name of its registered agent is Dail A. Taylor. New BS has 1,000 membership units;

WHEREAS, Old BS is in good standing and was organized under the law of Illinois on January 9, 2009. The registered office of Old BS is 416 Main Street, Sixteenth Floor, Peoria, Illinois, 61602 and the name of its registered agent is Gregory A. Hunziker. Old BS has 1,000 membership units; and

WHEREAS, the managers of New BS and Old BS deem it advisable that New BS and Old BS merge with New BS being the surviving company, on terms and conditions herein set forth and in accordance with the law of Illinois and Florida.

AGREEMENT

In consideration of the premises, agreements, covenants and provisions herein contained, Old BS, by its managers and New BS, by its managers, agree as follows:

Article 1: Merging and Surviving Companies

New BS and Old BS will be merged into New BS.

Article 2: Merger Effect

The following will be effective when the merger is complete under Florida law ("effective date") or March 1, 2012:

2.1 Single Company. New BS and Old BS will become a single company with New BS being the surviving company, and Old BS will cease to exist, except as otherwise provided under Illinois and/or Florida law;

2.2 Survivor Possesses All Rights and Privileges. New BS shall possess all of the rights, privileges, immunities (public and private) of Old BS and all assets, property, real, personal or mixed, and all debts due on any account, including all causes of action, and all and every other interest of or belonging to or due Old BS shall be taken and deemed vested in New BS without further act or deed; and title to any real estate and/or any other interest vested in Old BS shall not revert or be impaired in any way by the merger;

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CLERK OF STATE
TALLAHASSEE, FLORIDA

2.3 Survivor Responsible. New BS will be responsible and liable for all liabilities and obligations of Old BS and any claim existing or action or proceeding pending by or against Old BS may be prosecuted to judgment as if the merger had not taken place;

2.4 Funds for Distribution. The assets of Old BS which were available for distribution immediately prior to the merger shall continue to be available for distribution by New BS.

2.5 Operating Agreement. The operating agreement of Old BS existing immediately prior to the merger shall be and constitute the operating agreement of New BS.

2.6 Managers. The manager of Old BS immediately prior to the merger shall be the manager of New BS.

Article 3: Membership Unit Conversion

The basis of converting Old BS membership units into New BS membership units is as follows:

3.1 New BS Conversion. Each membership unit of New BS will be equal to one (1) membership unit of Old BS.

3.2 Old BS Conversion. Each membership unit of Old BS will become one (1) membership unit of New BS.

3.3 Total Consideration Following Merger. The combined capital of the merging companies will be as follows:

New BS	\$1,000
Old BS	\$0.00
Total	\$1,000

3.4 Membership Units Following the Merger. New BS will continue to have 1,000 membership units.

3.5 Certificates. After the effective date of the merger, each owner of an Old BS membership unit certificate representing membership units of Old BS shall be entitled, upon surrender of the Old BS membership unit certificate, to a membership unit certificate representing membership units of New BS. Until surrendered, each outstanding Old BS membership unit certificate shall be deemed to represent ownership of New BS membership units as herein provided.

Article 4: Payment of Expenses

New BS shall pay all expenses associated with this Agreement and completing the merger.

Article 5: Further Assurances in Law

If New BS considers or advises that further assignment or assurance in law is necessary or desirable to vest in New BS, any title, property or rights of Old BS, the New BS managers shall make all such assignments and assurances in law and shall do all things necessary to vest such title, property or rights in New BS, and shall otherwise fulfill this Agreement's purpose.

2012 FEB 14
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Article 6: Effective Date

6.1 Member Consideration. This Agreement shall be submitted to the members of New BS and Old BS, as provided by law, and shall be deemed to be the plan and agreement of merger of the two companies upon the approval or adoption of this Agreement by the members of each of the two companies, in accordance with the requirements of the law of Illinois and Florida. Upon the execution, filing and recording of such approval documents and the completion of all further acts required to accomplish the merger under the law of Illinois and Florida, the merger's effective date shall be the date of its filing in Florida.

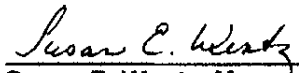
6.2 Abandonment. Anything herein to the contrary notwithstanding, this Agreement may be abandoned by either company at any time prior to its approval by both companies or by written consent of both companies prior to the effective date of the merger.

Article 7: Survival of Remedies

New BS survives the merger and may be served with process in Florida in any proceeding for enforcement of any obligation of New BS or Old BS arising from the merger, including any suit or other proceeding to enforce the rights of any third party as determined in proceedings pursuant to Illinois law. New BS hereby irrevocably appoints the Illinois Secretary of State as its agent to accept service of process in any such suit or proceeding. The address to which a copy of any such process shall be mailed by the Illinois Secretary of State is: Gregory A. Hunziker, 416 Main Street, Sixteenth Floor, Peoria, Illinois, 61602, until New BS has designated in writing to the Illinois Secretary of State a different address for such purpose.

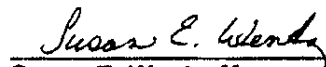
Pursuant to the approval and authority of New BS and Old BS, this Agreement is hereby executed by both parties.

New BS Wheel LLC



Susan E. Wentz, Manager

BS Wheel LLC



Susan E. Wentz, Manager

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2012 FEB 14 AM 9:02
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TALLAHASSEE, FLORIDA