

LI1000139858

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

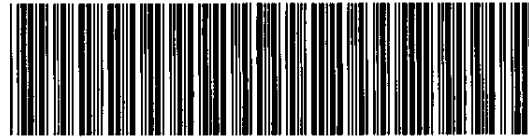
(Business Entity Name)

(Document Number)

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02/14/12--01009--003 **25.00

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TALLAHASSEE, FLORIDA

2012 FEB 14 AM 9:09

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T. CLINE
FEB 15 2012
EXAMINER



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 S.E.W. KOOL STUFF LLC
Ref. Number: L11000139858

We have received your document for NEW S.E.W. KOOL STUFF 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 want 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: 512A00003160

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TALLAHASSEE, FLORIDA

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*Hunziker Law
Group LLC*

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

December 27, 2011

*Attorneys and
Counselors at Law*

Re: **New S.E.W. Kool Stuff 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*

GAH/cis
coverletter: 122211

2012 FEB 14 AM 9:03
SECRETARY OF STATE
TALLAHASSEE, FLORIDA



February 9, 2012

*Hunziker Law
Group LLC*

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

*Attorneys and
Counselors at Law*

Re: **New S.E.W. Kool Stuff 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.

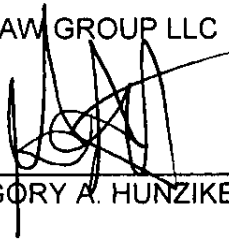
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Hunziker Law Group LLC
Sixteenth Floor
Commerce Bank Building
416 Main Street
Peoria, Illinois 61602
Phone: 309.676.7777
Facsimile: 309.676.1326
Email: greg@hunzikerlaw.com

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TALLAHASSEE, FLORIDA

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
mfo@hunzikerlaw.com*

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L11-139858

**Certificate of Merger of New S.E.W. Kool Stuff LLC,
A Florida Limited Liability Company and
S.E.W. Kool Stuff 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 S.E.W. Kool Stuff LLC, an Illinois Limited Liability Company and New S.E.W. Kool Stuff LLC, a Florida Limited Liability Company.

SECOND: The name, type of entity and jurisdiction of the surviving company is New S.E.W. Kool Stuff LLC, a Florida limited liability company.

THIRD: The Plan of Merger ("Merger") 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 parties to the Merger per the applicable laws of Illinois, under which the other entity was formed and organized.

FIFTH: The effective date of the Merger is March 1, 2012.

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

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

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

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

NINTH: Entity signatures dated December 23, 2011.

New S.E.W Kool Stuff LLC

S.E.W. Kool Stuff LLC


Susan E. Wentz, Member


Susan E. Wentz, Member

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**PLAN OF MERGER OF S.E.W KOOL STUFF LLC,
AN ILLINOIS LIMITED LIABILITY COMPANY
INTO NEW S.E.W. KOOL STUFF LLC
A FLORIDA LIMITED LIABILITY COMPANY**

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TALLAHASSEE, FLORIDA

**Plan and Agreement of Merger
between New S.E.W. Kool Stuff LLC
and S.E.W. Kool Stuff LLC**

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

RECITALS

WHEREAS, New Kool is in good standing and was organized under the law of Florida on December 13, 2011. The registered office of New Kool is 320 High Tide Drive, St. Augustine, Florida, 32080 and the name of its registered agent is Dail A. Taylor. New Kool has 1,000 membership units;

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

WHEREAS, the managers of New Kool and Old Kool deem it advisable that New Kool and Old Kool merge with New Kool 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 Kool, by its managers and New Kool, by its managers, agree as follows:

Article 1: Merging and Surviving Companies

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

Article 2: Merger Effect

The following will be effective when the merger is complete under Florida law ("effective date") or March 4, 2012:

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

2.2 Survivor Possesses All Rights and Privileges. New Kool shall possess all of the rights, privileges, immunities (public and private) of Old Kool 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 Kool shall be taken and deemed vested in New Kool without further act or deed; and title to any real estate and/or any other interest vested in Old Kool shall not revert or be impaired in any way by the merger;

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

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

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

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

Article 3: Membership Unit Conversion

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

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

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

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

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

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

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

Article 4: Payment of Expenses

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

Article 5: Further Assurances in Law

If New Kool considers or advises that further assignment or assurance in law is necessary or desirable to vest in New Kool, any title, property or rights of Old Kool, the New Kool 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 Kool, and shall otherwise fulfill this Agreement's purpose.

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Article 6: Effective Date

6.1 Member Consideration. This Agreement shall be submitted to the members of New Kool and Old Kool, 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 Kool survives the merger and may be served with process in Florida in any proceeding for enforcement of any obligation of New Kool or Old Kool 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 Kool 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 Kool has designated in writing to the Illinois Secretary of State a different address for such purpose.

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

New S.E.W. Kool Stuff LLC

S.E.W. Kool Stuff LLC

Susan E. Wentz
Susan E. Wentz, Manager

Susan E. Wentz
Susan E. Wentz, Manager

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TALLAHASSEE, FLORIDA

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