

L12000004404

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

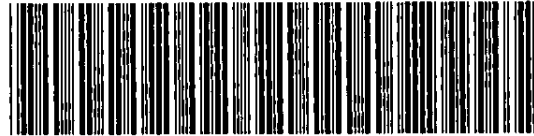
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600239376466

RECEIVED
DEPARTMENT OF STATE
12 OCT 30 AM 10:51

12 OCT 30 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

D. BRUCE

OCT 31 2012

EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 397483 4328337

AUTHORIZATION

COST LIMIT

RESUBMIT

Spivey

90.00

ORDER DATE : October 30, 2012

ORDER TIME : 8:55 AM

ORDER NO. : 397483-005

CUSTOMER NO: 4328337

ARTICLES OF MERGER

3875 BAND CORP.

INTO

NAPLES BAND, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____

12 OCT 30 AM 9:52
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

APPROVED
AND
FILED

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>Naples Band, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>
<u>3875 Band Corp.</u>	<u>Florida</u>	<u>Profit 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>Naples Band, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</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.

**APPROVED
AND
FILED**

12 OCT 30 AM 9:52

SECRETARY 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:

SEVENTH: If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address:

Mailing address:


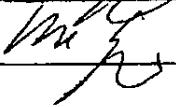
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

12 OCT 30 AM 9:52

APPROVED
AND
FILED

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Naples Band, LLC		Hans Gygli
3875 Band Corp.		Hans Gygli

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:

For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

APPROVED
 AND
 FILED
 12 OCT 30 AM 9:52
 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>
Naples Band, LLC	Florida	Limited Liability Company
3875 Band Corp.	Florida	Profit Corporation
_____	_____	_____
_____	_____	_____

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>
Naples Band, LLC	Florida	Limited Liability Company

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

See Exhibit A attached hereto and made a part hereof.

(Attach additional sheet if necessary)

APPROVED
AND
FILED

12 OCT 30 AM 9:52

SECRETARY OF STATE
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 Exhibit A attached hereto and made a part hereof.

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into 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 Exhibit A attached hereto and made a part hereof.

(Attach additional sheet if necessary)

APPROVED
AND
FILED

12 OCT 30 AM 9:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

See Exhibit A attached hereto and made a part hereof.

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

See Exhibit A attached hereto and made a part hereof.

(Attach additional sheet if necessary)

APPROVED
AND
FILED

12 OCT 30 AM 9:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A

PLAN OF MERGER

- (a) 3875 Band Corp., a Florida corporation ("**3875 Band**"), shall be merged with and into Naples Band, LLC, a Florida limited liability company ("**Naples Band**"), pursuant to the Florida Limited Liability Company Act and the Florida Business Corporation Act, thereby transferring to Naples Band all of the assets of 3875 Band, subject, however, to all of its liabilities, in complete liquidation of all 3875 Band's outstanding capital stock.
- (b) The issued and outstanding shares of common stock of 3875 Band shall not be converted or exchanged but shall be surrendered and canceled, and no membership units of Naples Band shall be issued in exchange therefore. The issued and outstanding membership units of Naples Band shall not be changed as a result of the merger.
- (c) The Articles of Organization of the surviving entity shall be the Articles of Organization of Naples Band prior to the merger.
- (d) The Operating Agreement of the surviving entity shall be the Operating Agreement of Naples Band prior to the merger.
- (e) The surviving entity shall be governed by the laws of the State of Florida.

APPROVED
AND
FILED

12 OCT 30 AM 9:52

SECRETARY OF STATE
TALLAHASSEE, FLORIDA