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## MERGER OR SHARE EXCHANGE EAL, LLC

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CT CORPORATION

EXAMINER

07/31/2012 14:49

**CERTIFICATE OF MERGER**

between

**EAL, LLC,**  
a Florida Limited Liability Company

and

**KILLINGSWORTH ENVIRONMENTAL, INC.,**  
a North Carolina Corporation

FILED  
12 JUL 31 AM 9:00  
CLERK OF COURT  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Section 608.4382, Florida Statutes, the undersigned corporation and the undersigned limited liability company adopt the following Certificate of Merger for the purpose of merging EAL, LLC, a Florida corporation (sometimes referred to as the "Surviving LLC"), and KILLINGSWORTH ENVIRONMENTAL, INC., a North Carolina corporation (sometimes referred to as the "Absorbed Corporation"):

**ARTICLE I**

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>
Killingsworth Environmental, Inc. 116 Park Road, East Indian Trail, NC 28079 North Carolina SOSID: 432830 FEI Number: 56-2040401	North Carolina	Corporation

**ARTICLE II**

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
EAL, LLC 3182 Gateway Lane Cantonment, Florida 32533 Florida Document/Registration Number: L12000052321 FEI Number: 45-5089305	Florida	Limited Liability Company

EXECUTED this day of 7/30/, 2012.

EAL, LLC

By:   
Its: Manager

KILLINGSWORTH ENVIRONMENTAL, INC.

By:   
Its: President

## AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, dated the 27<sup>th</sup> day of July, 2012, between EAL, LLC, a Florida limited liability company, hereinafter referred to as the "Surviving LLC," and KILLINGSWORTH ENVIRONMENTAL, INC., a North Carolina corporation, hereinafter referred to as the "Absorbed Corporation."

### WITNESSETH:

WHEREAS, Surviving LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 3182 Gateway Lane, Florida, 32533; and

WHEREAS, Absorbed Corporation is a corporation organized and existing under the laws of the State of North Carolina with its principal office at 116 Park Road, East, Indian Trail, North Carolina, 28079; and

WHEREAS, Absorbed Corporation has a capitalization of One Thousand (1,000) authorized shares of common stock of which One Hundred (100) shares are issued and outstanding; and

WHEREAS, the managers and members of the Surviving LLC deem it desirable and in the best business interest of the organization and its members that the Absorbed Corporation be merged into Surviving LLC pursuant to the provisions of Section 608.438, et seq., of the Florida Limited Liability Company Act and pursuant to the provisions of Section 55-11-05(a) of the North Carolina Business Corporation Act;

WHEREAS, the board of directors of the Absorbed Corporation deems it desirable and in the best business interests of the corporation and its shareholders that the Absorbed Corporation be merged into Surviving LLC pursuant to the provisions of Sections 608.438 et seq., of the Florida Limited Liability Company Act and pursuant to the provisions of Section 55-11-05(a) of the North Carolina Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended; .

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. Absorbed Corporation. The exact name and jurisdiction of the merging party are as follows:

Name

Jurisdiction

Killingsworth, Environmental, Inc.

North Carolina

2. **Surviving LLC.** The exact name and jurisdiction of the surviving party are as follows:

Name

Jurisdiction

EAL, LLC

Florida

3. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving LLC shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving LLC shall then be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

4. **Conversion of Shares of Absorbed Corporation.** The manner and basis of converting the shares of the Absorbed Corporation into shares, rights, obligations, and other securities of the Surviving LLC is as follows:

(i) Each share of the common stock of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into a .99999 Membership Interest percentage of the Surviving LLC which Membership Interest shall then be issued and outstanding.

(ii) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving LLC or its duly appointed agent, in the manner that the Surviving LLC shall legally require. On receipt of the share certificates, the Surviving LLC shall issue Membership Interests in the manner that the Surviving LLC shall require.

(iii) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to distributions payable on Membership Interests of the Surviving LLC until said Membership Interest have been issued. Then, each such Member shall be entitled to receive any distributions to Members of the Surviving LLC issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those Members of the Membership Interest in the Surviving LLC.

5. **Approval by Managers and Members.** This Agreement and Plan of Merger shall be submitted for the approval of the managers and members of the undersigned limited liability

company in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before July 27, 2012, or at such other time as to which the managers of the company may agree.

6. **Approval by Shareholders.** This Agreement and Plan of Merger shall be submitted for the approval of the directors and shareholders of the Absorbed Corporation in the manner provided by the applicable laws of the State of North Carolina at meetings to be held on or before July 27, 2012, or at such other time as to which the boards of directors of the corporation may agree.

7. **Payment to Member Pursuant to Sections 608.4351 to 608.43595.** The Surviving LLC shall pay to any members with appraisal rights the amount to which such members are entitled under Sections 608.4351 to 608.43595 of the Florida Limited Liability Company Act.

8. **Effective Date of Merger.** The effective date of this merger shall be the date when certificate of merger are filed by the Florida Department of State.

9. **Execution of Agreement.** This Agreement and Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

[SIGNATURE PAGE TO FOLLOW]

Executed on behalf of the parties by their officers pursuant to the authorization of their respective boards of directors and managers on the date first above written.

EAL, LLC

By:   
Its: Manager

KILLINGSWORTH ENVIRONMENTAL, INC.

By:   
Its: President