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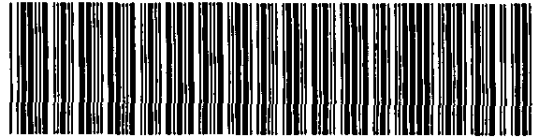
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** FL. BOARD CERTIFIED
BUSINESS LITIGATION AND
CONSTRUCTION LAW

June 24, 2013

Via Regular Mail
Department of State
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Certificate of Merger

Dear Sir or Madam:

Enclosed is a Certificate of Merger to merge Purple Emu, Ltd., a Pennsylvania corporation (merging entity) with and into Purple Emu, LLC, a Florida limited liability company (surviving entity). In addition, we have enclosed our check in the amount of \$60.

If you have any questions regarding the enclosed documents, or if you require additional information to process the Certificate, please call Anthony Guettler.

Sincerely,

A handwritten signature in black ink that reads 'Amanda Douglas'. The signature is written in a cursive, flowing style.

Amanda Douglas
Paralegal

/amd
Enclosures
cc: Vernetta Bunton

2013 JUN 28 PM 12:30
FBI - TAMPA

**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>
Purple Emu, Ltd.	Pennsylvania	Corporation

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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>
Purple Emu, LLC	Florida	LLC

L12 00008 9401

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.

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: _____

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FLORIDA DEPARTMENT OF STATE
TALLAHASSEE, FL 32399-0001

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:
See attached		

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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
<u>Fees:</u>	
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
<u>Certified Copy (optional):</u>	\$30.00

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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>
Purple Emu, Ltd.	Pennsylvania	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>
Purple Emu, LLC	Florida	LLC

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

See attached

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	U.S. DISTRICT COURT

(Attach additional sheet if necessary)

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 attached

(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 attached

(Attach additional sheet if necessary)

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

See attached

(Attach additional sheet if necessary)

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

See attached

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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RPLE EMU LTD., a

6. Vote of the Member of the Surviving Entity to Adopt the Plan of Merger. The Plan of Merger was approved by the sole Member of the Surviving Entity as required by the Surviving Entity; the “Written Consent Minutes of the Sole Member of PURPLE EMU, LLC, a

Florida limited liability company" evidencing the vote in favor of the Plan of Merger by the shareholders of the Surviving Entity is attached hereto as **Exhibit "C"**.

SURVIVING ENTITY:

Vernetta L. Bunton, Pres.
Vernetta L. Bunton, Manager

MERGING ENTITY:

Vernetta L. Bunton, Pres.
Vernetta L. Bunton, President

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PLAN OF MERGER

This Plan of Merger (the "Plan") is between PURPLE EMU, LTD., a Pennsylvania corporation (the "Merging Entity"), whose principal office is located at 1228 Red Hill Road, Pennsburg, PA 18073, and PURPLE EMU, LLC, a Florida limited liability company (the "Surviving Entity"), whose principal office is located at 211 14th Place, Vero Beach, FL 32960. The merger is being effected under this Plan in accordance with Chapter 608 of the Florida Statutes titled, "Florida Limited Liability Company Act" and in accordance with Title 15 of the Pennsylvania Statutes titled, "Corporations and Unincorporated Associations," together hereinafter referred to as the "Acts."

1. Plan of Merger. Pursuant this Plan, the Merging Entity shall be merged into the Surviving Entity (the "Merger").

2. Terms and Conditions. The terms and conditions of the Merger are as follows: (i) the effective date of the Merger shall be the later of the date that the Articles of Merger are filed with the Pennsylvania Department of State, or the date that the Certificate of Merger is filed with the Florida Department of State (the "Effective Date"); (ii) the Articles of Organization and Operating Agreement of the Surviving Entity in effect immediately before the Effective Date shall, without any changes, be the Articles of Organization and Operating Agreement for the Surviving Entity beginning on the Effective Date, and until further amended as permitted by law; (iii) all property owned by the Merging Entity shall be transferred and owned by the Surviving Entity as of the Effective Date; and (iv) the sole shareholder of the Merging Entity shall be the sole Member of the Surviving Entity.

3. Manner of Basis of Converting Shares. The manner and basis of converting the shares of the Merging Entity into Voting Units of the Surviving Entity are as follows: on the Effective Date, the one hundred (100) outstanding shares of the Merging Entity's capital stock owned by the sole shareholder of the Merging Entity shall, without more, be converted into and exchanged for one hundred (100) Voting Units in the Surviving Entity owned by the sole Member of the Surviving Entity.

4. Effect of Merger. On the Effective Date, the separate existence of Merging Entity shall cease, and Surviving Entity shall be fully vested in the Merging Entity's rights, privileges, immunities, purposes, powers, and franchises, both public and private, subject to its restrictions, liabilities, disabilities, and duties, all as more particularly set forth in Section 1929 of the Title 15 of the Pennsylvania Statutes titled, "Corporations and Unincorporated Associations," and Section 608.4383 of the Florida Statutes titled, "Florida Limited Liability Company Act."

5. Supplemental Action. If at any time after the Effective Date, Surviving Entity shall determine that any further conveyances, agreements, documents, instruments, and assurances or any further action is necessary or desirable to carry out the provisions of this Plan, the appropriate officers of Surviving Entity or officers of Merging Entity, as the case may be, whether past or remaining in office, shall execute and deliver, on the request of Surviving Entity, any and all proper conveyances,

[12518.0000001/488840/1]

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Page 1

EXHIBIT

A

agreements, documents, instruments, and assurances and perform all necessary or proper acts, to vest, perfect, confirm, or record such title thereto in Surviving Entity, or to otherwise carry out the provisions of this Plan.

6. Filing with the Florida Department of State and Pennsylvania Department of State. On the closing and as provided in the Articles of Merger of which this Plan is a part, Merging Entity shall cause its respective officers and presidents (or vice presidents) to execute the Articles of Merger and on such execution this Plan shall be deemed incorporated by reference into the Articles of Merger as if fully set forth in such Articles and shall become an exhibit to such Articles of Merger. Thereafter, such Articles of Merger shall be delivered for filing by Surviving Entity to the Pennsylvania Department of State in accordance with Section 1992 of the Title 15 of the Pennsylvania Statutes titled, "Corporations and Unincorporated Associations."

On the closing and as provided in the Certificate of Merger of which this Plan is a part, Surviving Entity shall cause its respective managers and officers to execute the Certificate of Merger and on such execution this Plan shall be deemed incorporated by reference into the Certificate of Merger as if fully set forth in such Certificate and shall become an exhibit to such Certificate of Merger. Thereafter, such Certificate of Merger shall be delivered for filing by Surviving Entity to the Florida Department of State in accordance with Section 608.4382 of the Florida Statutes titled, "Florida Limited Liability Company Act."

7. Names and Addresses of Manager and Officers of Surviving Entity. The name and address of the Manager, President, Vice President, Secretary and Treasurer of the Surviving Entity is Vernetta L. Bunton, 211 14th Place, Vero Beach, FL 32960.

8. Names and Addresses of Director and Officers of Merging Entity. The name and address of the Director of the Merging Entity are Vernetta L. Bunton, 211 14th Place, Vero Beach, FL 32960.

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**WRITTEN CONSENT
OF THE
SOLE SHAREHOLDER
OF
PURPLE EMU, LTD.**

July 5, 2012

FILED
2013 JUN 28 PM 12:30
CLERK OF SUPERIOR COURT
JULY 5, 2012
JULY 5, 2012
JULY 5, 2012

The undersigned shareholder of **PURPLE EMU, LTD.**, a Pennsylvania corporation (the "Corporation"), organized under Title 15 of the Pennsylvania Statutes titled "Corporations and Unincorporated Associations" (the "Act"), being the sole Shareholder and Director of the Corporation, does hereby consent to, ratify, adopt, and confirm the resolutions set forth below, to be given the same force and effect as if duly authorized and adopted at a special meeting of the Shareholders and Directors of the Corporation duly held and attended by sch Shareholders and Directors on the date set forth above, all in accordance with the Act and the Bylaws of the Corporation.

RESOLUTIONS

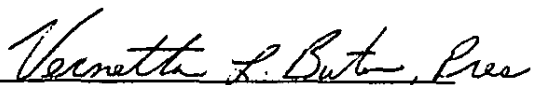
BE IT RESOLVED, that the Shareholders and Directors have considered and concluded that it would be in the best interests of the Corporation and the Shareholder to enter into a merger with **PURPLE EMU, LLC**.

BE IT FURTHER RESOLVED, that the Plan of Merger attached to this Written Consent is hereby adopted and approved by the Shareholders and Directors.

BE IT FURTHER RESOLVED, that upon the approval of the Plan of Merger that the Officers of the Corporation are authorized and directed to take any and all actions that the Officers deem necessary or advisable to consummate the Plan of Merger.

BE IT FURTHER RESOLVED, that all actions previously taken by any of the Officers of the Corporation in connection with the foregoing resolutions are hereby adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Corporation.

IN WITNESS WHEREOF, the undersigned has executed this Consent, which shall be filed as part of the records of the Corporation as of the date set forth above.


Vernetta L. Bunton, sole Shareholder and
sole Director



**WRITTEN CONSENT
OF THE
SOLE MEMBER
OF
PURPLE EMU, LLC**

July 5, 2012

The undersigned Member of **PURPLE EMU, LLC**, a Florida limited liability company (the "Company"), organized under the Florida Business Corporation Act (the "Act"), being the sole Member of the Company, does hereby consent to, ratify, adopt, and confirm the resolutions set forth below, to be given the same force and effect as if duly authorized and adopted at a special meeting of the Member of the Company duly held and attended by such Member on the date set forth above, all in accordance with the Act and the Operating Agreement of the Company.

RESOLUTIONS

BE IT RESOLVED, that the Member has considered and concluded that it would be in the best interests of the Company and the Member to enter into a merger with **PURPLE EMU, LTD.**, a Pennsylvania corporation.

BE IT FURTHER RESOLVED, that the Plan of Merger attached to this Written Consent is hereby adopted and approved by the Member.

BE IT FURTHER RESOLVED, that upon the approval of the Plan of Merger that the Manager of the Company is authorized and directed to take any and all actions that the Manager deems necessary or advisable to consummate the Plan of Merger.

BE IT FURTHER RESOLVED, that all actions previously taken by the Manager of the Company in connection with the foregoing resolutions are hereby adopted, ratified, confirmed, and approved in all respects as the acts and deeds of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Consent, which shall be filed as part of the records of the Company as of the date set forth above.


Vernetta L. Bunton, Member

