

L12000090386 ✓

(Requestor's Name)

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200239518642

09/13/12--01005--002 **25.00

EFFECTIVE DATE 10-1-12

10/25/12--01031--014 **25.00

FILED
12 SEP 13 PM 2:45
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

B. BOSTICK

OCT 25 2012

EXAMINER

NAKRAK Enterprises, LLC

29 Arbor Club Dr. Unit 318
Ponte Vedra Beach, FL 32082-2606
September 9, 2012

Florida Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

FILED
12 SEP 13 PM 2:45
STATE
TALLAHASSEE, FLORIDA

Re: NAKRAK Enterprises, LLC

Dear Madam or Sir:

Pursuant to the Florida Limited Liability Company Act, I submit the following items for filing on behalf of NAKRAK Enterprises, LLC:

1. The original and one (1) copy of the Certificate of Merger of NAKRAK Enterprises, LLC; and
2. A check in the amount of \$25.00 payable to the "Florida Department of State" for the Certificate of Merger filing fee.

Please forward any correspondence and documentation with regard to this matter to the undersigned at the address set forth above. If you have any questions regarding this matter, please contact the undersigned at 410-353-7006. Thank you for your assistance in this matter.

Very truly yours,



Nan Kreamer

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: NAKRAK Enterprises, LLC
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Nan Kreamer
Contact Person

29 Arbor Club Dr. #318
Firm/Company

Ponte Vedra Beach, FL 32082
Address
City, State and Zip Code

NAKREMER @ Comcast.net
E-mail address: (to be used for future annual report notification)

NAKRAK Enterprises, LLC

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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For further information concerning this matter, please call:

Nan Kreamer at (410) 353 7006
Name of Contact Person Area Code and Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:
Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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>
NAK Enterprises, LLC	State of Maryland	Limited Liability Company
NAKPAK Enterprises, LLC	State of Florida	Limited Liability Company

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>
NAKPAK Enterprises, LLC	State of Florida	Limited Liability Company

L12000090386

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:

October 1, 2012

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 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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TALLAHASSEE FLORIDA

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:
NAK RAK Surprises, LLC <i>Nan A. Kramer</i>	<i>[Signature]</i>	Nan A. Kramer
NAK Surprises, LLC <i>Robert A. Kramer</i>	<i>[Signature]</i>	Robert A. Kramer
		Nan A. Kramer

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

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

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 12 SEP 13 PM 2:46
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 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>
<u>NAK Enterprises, LLC</u>	<u>State of Maryland</u>	<u>Limited Liability Company</u>
<u>NAKRAK Enterprises, LLC</u>	<u>State of Florida</u>	<u>Limited Liability Company</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>NAKRAK Enterprises, LLC</u>	<u>State of Florida</u>	<u>Limited Liability Company</u>

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

Please See Exhibit A

(Attach additional sheet if necessary)

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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:

Please See Exhibit A

(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:

Please See Exhibit A

(Attach additional sheet if necessary)

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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:

None

(Attach additional sheet if necessary)

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

None

(Attach additional sheet if necessary)

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12 SEP 13 PM 2:46
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

EXHIBIT A
PLAN OF MERGER
OF
NAKRAK ENTERPRISES, LLC
(a Florida limited liability company)

Pursuant to Fla. Statute § 608.438(3), the undersigned, who together constitute all of the members of NAKRAK Enterprises, LLC, a Florida limited liability company (the "**Company**"), and all of the members of NAK Enterprises, LLC, a Maryland limited liability company, by affixing each of the undersigned's signatures hereto, hereby approve this Plan of Merger.

Section 1. The name and jurisdiction of the surviving limited liability company is "NAKRAK Enterprises, LLC" which is a limited liability company organized and existing under the laws of the State of Florida.

Section 2. The name and jurisdiction of organization of the non-surviving limited liability company is "NAK Enterprises, LLC" which is a limited liability company organized and existing under the laws of the State of Maryland.

Section 3. Effective as of October 1, 2012 the non-surviving limited liability company will merge with and into the Company and the membership interests of the non-surviving limited liability company will be converted into membership interests of the Company on a pro rata basis. Thereafter, the existence of the non-surviving limited liability company shall cease and the Company shall assume all of the rights, obligations, and liabilities of the non-surviving limited liability company.

Section 4 There will be no amendments to the articles of organization of the Company.

IN WITNESS WHEREOF, this Plan of Merger has been approved effective as of September 9, 2012.

NAKRAK Enterprises, LLC:

/s/
Nan Kreamer, Member

/s/
Robert Kreamer, Member

NAK Enterprises, LLC:

/s/
Nan Kreamer, Member

/s/
Robert Kreamer, Member

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TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER
OF
NAKRAK ENTERPRISES, LLC
(a Florida limited liability company)**

Pursuant to Fla. Statute § 608.4382, NAKRAK Enterprises, LLC, a Florida limited liability company, submits this Certificate of Merger.


Section 1. The Plan of Merger is attached hereto as Exhibit A.

Section 2. The Plan of Merger was approved by each of the parties to the Plan of Merger: (a) the surviving limited liability company, NAKRAK Enterprises, LLC, a Florida limited liability company, and (b) the non-surviving limited liability company, NAK Enterprises, LLC, a Maryland limited liability company.

Section 3. The effective date of the merger shall be October 1, 2012.

IN WITNESS WHEREOF, this Certificate of Merger is respectfully submitted as of September 9, 2012.

NAKRAK Enterprises, LLC


By: Nan Kreamer
Its: Managing Member

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12 SEP 13 PM 2:46
CLERK OF COURT
TALLAHASSEE, FLORIDA

**PLAN OF MERGER
OF
NAKRAK ENTERPRISES, LLC
(a Florida limited liability company)**

Pursuant to Fla. Statute § 608.438(3), the undersigned, who together constitute all of the members of NAKRAK Enterprises, LLC, a Florida limited liability company (the "**Company**"), and all of the members of NAK Enterprises, LLC, a Maryland limited liability company, by affixing each of the undersigned's signatures hereto, hereby approve this Plan of Merger.

Section 1. The name and jurisdiction of the surviving limited liability company is "NAKRAK Enterprises, LLC" which is a limited liability company organized and existing under the laws of the State of Florida.

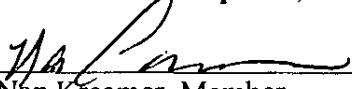
Section 2. The name and jurisdiction of organization of the non-surviving limited liability company is "NAK Enterprises, LLC" which is a limited liability company organized and existing under the laws of the State of Maryland.

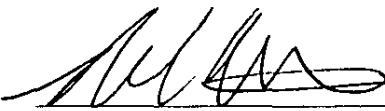
Section 3. Effective as of October 1, 2012 the non-surviving limited liability company will merge with and into the Company and the membership interests of the non-surviving limited liability company will be converted into membership interests of the Company on a pro rata basis. Thereafter, the existence of the non-surviving limited liability company shall cease and the Company shall assume all of the rights, obligations, and liabilities of the non-surviving limited liability company.

Section 4 There will be no amendments to the articles of organization of the Company.

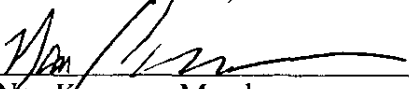
IN WITNESS WHEREOF, this Plan of Merger has been approved effective as of September 9, 2012.

NAKRAK Enterprises, LLC:


Nan Kreamer, Member


Robert Kreamer, Member

NAK Enterprises, LLC:


Nan Kreamer, Member


Robert Kreamer, Member

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12 SEP 13 PM 2:46
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

September 14, 2012

NAN KREAMER
NAKRAK ENTERPRISES, LLC
29 ARBER CLUB DRIVE, UNIT 318
PONTE VEDRA BEACH, FL 32082-2606

SUBJECT: NAKRAK ENTERPRISES, LLC
Ref. Number: L12000090386

We have received your document for NAKRAK ENTERPRISES, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We are enclosing the proper form(s) with instructions for your convenience.

The fees to file the articles of merger are as follows:

For each Limited Partnership:	\$52.50
For each Limited Liability Company:	25.00
For each Corporation:	35.00
For each General Partnership:	25.00
All Others:	25.00

There is a balance due of \$25.00.

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) 245-6051.

Barbara Bostick
Regulatory Specialist II

Letter Number: 912A00023243