

L120000091037

(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



700237072467

08/03/12--01028--023 **150.00

RECEIVED
2012 AUG -3 PM 3:07
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

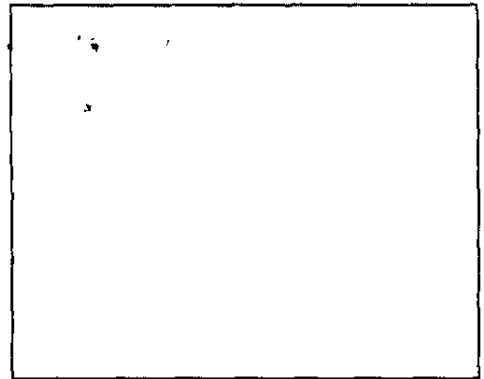
FILED
2012 AUG 13 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

W12

J. BRYAN

AUG 14 2012

FLORIDA RESEARCH & FILING SERVICES, INC.
1211 CIRCLE DRIVE
TALLAHASSEE, FL 32301
PHONE (850)656-6446



OFFICE USE ONLY

WALK-IN

ENTITY NAME:

MIFORMA, LLC

CK# 5757 FOR \$150.00

PLEASE FILE THE ATTACHED CONVERSION & RETURN THE FOLLOWING:

- ☐ CERTIFIED COPY
- ☒ STAMPED COPY
- ☐ CERTIFICATE OF STATUS

FILED
2012 AUG 13 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Examiner's Initials



FLORIDA DEPARTMENT OF STATE
Division of Corporations

RECEIVED
DEPARTMENT OF STATE
12 AUG 13 PM 4:16

August 6, 2012

FLORIDA RESEARCH & FILING SERVICES, INC.

SUBJECT: MIFORMA, LLC
Ref. Number: W12000041035

FILED
2012 AUG 13 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We have received your document for MIFORMA, LLC and your check(s) totaling \$150.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Because Chapters 607, 608, and 620, Florida Statutes, require the certificate of conversion and the documentation forming the resulting Florida business entity be filed simultaneously, the enclosed certificate of conversion cannot be filed. Our records reflect the documentation forming the resulting Florida business entity was previously filed with this office. Therefore, we are enclosing the form and instructions for filing a merger.

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.

Joey Bryan
Regulatory Specialist II

Letter Number: 312A00020342

RE-SUBMITTING
W/ CORRECTIONS
PLEASE RETAIN
ORIGINAL SUBMISSION
DATE

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

FILED
2012 AUG 13 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
Miforma, Inc.	Illinois	Corporation
Miforma, LLC	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>
Miforma, LLC	Florida	Limited Liability Company

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:

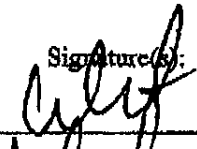
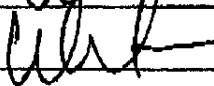
Street address: _____

Mailing address: _____

FILED
2012 AUG 13 AM 8:08
SECRETARY OF STATE
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:
Miforma, Inc.		Vito Favia, President
Miforma, LLC		Vito Favia, Manager
		and Member

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
--	---------

FILED
 2912 AUG 13 AM 8:08
 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>
Miforma, Inc.	Illinois	Corporation
Miforma, LLC	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>
Miforma, LLC	Florida	Limited Liability Company

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

Miforma, Inc. and Miforma, LLC are to merge together and Miforma, LLC is to be the surviving entity from the merger and Miforma, Inc.'s existence is to go away upon completion of the merger.

(Attach additional sheet if necessary)

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2012 AUG 13 AM 8:08

FILED

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:

Each share of Miforma, Inc. is to be converted into one (1) membership unit
of Miforma, LLC.

(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:

N/A

(Attach additional sheet if necessary)

2012 AUG 13 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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

N/A

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

2012 AUG 13 AM 8:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED