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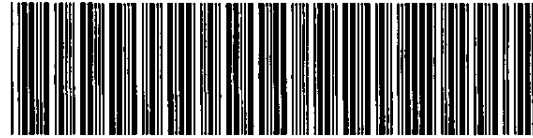
(Business Entity Name)

(Document Number)

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12 OCT 25 AM 11:39

OCT 26 2012

T. HAMPTON

## COVER LETTER

**DATE:** October 19, 2012

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** OTTARR, 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:

Rachel Ottaviano  
OTTARR, LLC  
429 SW Cherryhill Road  
Port Saint Lucie, FL 34953

E-mail address: rachel@ottarr.com (to be used for future annual report notification)

For further information concerning this matter, please call:

Rachel Ottaviano at (774) 284-3333  
Name of Contact Person Area Code and Daytime Telephone Number

A total of \$80.00 is enclosed with this Letter of Merger, based on the following breakdown:

\$50.00	\$25.00 per Limited Liability Company (2 companies)
\$30.00	Certified copy

Please send a Certified Copy for our records at your earliest convenience.

Kind Regards,



Rachel Ottaviano  
Owner, OTTARR, LLC

*Filing locations for a Certificate of Merger for Florida Limited Liability Company:*

**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:

Entity Name	Jurisdiction	Form/Entity Type
OTTARR, LLC	Massachusetts	Limited Liability Company
OTTARR, LLC	Florida	Limited Liability Company

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Entity Name	Jurisdiction	Form/Entity Type
OTTARR, 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:

November 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:

Not Applicable; the surviving party is a Florida limited liability company, based at:  
429 SW Cherryhill Road, Port Saint Lucie, FL, 34953

**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 entitles under ss.608.4351-608.43595, F.S.

Not Applicable; the surviving party is a Florida limited liability company, based at:  
429 SW Cherryhill Road, Port Saint Lucie, FL, 34953

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# Certificate of Merger For Florida Limited Liability Company

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

Not Applicable; the surviving party is a Florida limited liability company, based at:  
429 SW Cherryhill Road, Port Saint Lucie, FL, 34953


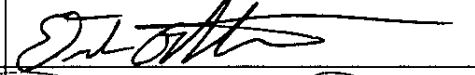
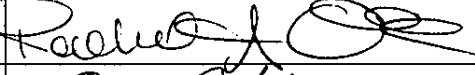
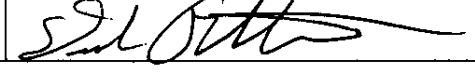
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: Not Applicable  
Mailing address: Not Applicable

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.

Not Applicable

**NINTH:** Signature(s) for Each Party:

Typed or Printed Name of Entity/Organization	Jurisdiction	Signatures	Typed or Printed Name of Individual
OTTARR, LLC	Massachusetts		Rachel S. Ottaviano
OTTARR, LLC	Massachusetts		Derek L. Ottaviano
OTTARR, LLC	Florida		Rachel S. Ottaviano
OTTARR, LLC	Florida		Derek L. Ottaviano

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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## **PLAN OF MERGER**

**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

Entity Name	Jurisdiction	Entity Type	Formation Date	Principal Address	Registered Agent / Address	EIN
OTTARR, LLC	Massachusetts	Limited Liability Company	Feb 16, 2009	429 SW Cherryhill Rd Port Saint Lucie, FL 34953	Joseph DeLisle 4 Hanna Currier Lane Amesbury, MA 01913	26-4294768
OTTARR, LLC	Florida	Limited Liability Company	Sept 1, 2012	429 SW Cherryhill Rd Port Saint Lucie, FL 34953	Rachel Ottaviano 429 SW Cherryhill Rd Port Saint Lucie, FL 34953	None

**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name	Jurisdiction	Entity Type	Principal Address	Registered Agent / Address	EIN
OTTARR, LLC	Florida	Limited Liability Company	429 SW Cherryhill Road Port Saint Lucie, FL 34953	Rachel Ottaviano 429 SW Cherryhill Rd Port Saint Lucie, FL 34953	26-4294768

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

This merger has been duly adopted in accordance with the law under which it is organized or formed and if applicable in accordance with the provisions of the Operating Agreement.

As of the merger date, all profit and losses, capital, interests, shares, obligations or other properties of OTTARR, LLC (Massachusetts) shall become the property of OTTARR, LLC (Florida). The resulting entity, OTTARR, LLC, shall be managed by its Members, Derek L. Ottaviano and Rachel S. Ottaviano pursuant with its Operating Agreement.

The agreement of merger will be kept on file at the office of the surviving Florida limited liability company, OTTARR, LLC at the address noted above. A copy of the agreement of merger will be furnished by the surviving Florida limited liability company, OTTARR, LLC on request and without cost to any member of the limited liability company or to any person holding an interest in any other business entity.

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## PLAN OF MERGER

### **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 other securities of the survivor, in whole or in part, into cash or other property is as follows:*

The membership interests of both merged parties are as follows:

Entity Name	Jurisdiction	Member	Percentage Interest
OTTARR, LLC	Massachusetts	Rachel S. Ottaviano	50%
		Derek L. Ottaviano	50%
OTTARR, LLC	Florida	Rachel S. Ottaviano	50%
		Derek L. Ottaviano	50%

The resulting membership interests of the surviving party, Florida limited liability company, OTTARR, LLC, shall be:

Member	Percentage Interest
Rachel S. Ottaviano	50%
Derek L. Ottaviano	50%

There shall be no conversion of interest, shares, obligations or other securities into cash or other property as a result of this merger.

- 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 other securities of the survivor, in whole or in part, into cash or other property is as follows:*

The rights to acquire interests, shares, obligations or other securities shall remain consistent with the provisions of both merged party Operating Agreements:

**"7.1 Withdrawal.** A member may withdraw from the Company prior to the dissolution and winding up of the Company with unanimous consent of the other Members, or if such Member transfers or assigns all of his or her Membership Interests pursuant to Section 7.2 below. A Member which withdraws pursuant to this Section 7.1 shall be entitled to a distribution in an amount equal to such Member's Capital Account.

**7.2 Restrictions on Transfer.** A Member shall not transfer any Membership Interests, whether now owned or later acquired, unless Members holding a majority of the Membership Interests not subject to transfer consent to such transfer. A person may acquire Membership Interests directly from the Company upon the written consent of all Members..."

As a result of this merger, all Members have elected to retain their respective Membership Interests. As such, there will be no distributions to any Member; likewise, there will be no transfers of Membership Interests.

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## **PLAN OF MERGER**

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

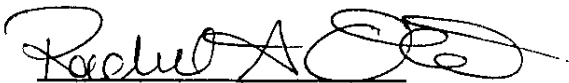
The surviving party is formed, organized or incorporated under the laws of Florida, with principal address being 429 SW Cherryhill Road, Port Saint Lucie, FL 34953. As a result, the surviving entity, OTTARR, LLC which is not organized under the laws of the Commonwealth of Massachusetts, agrees that, if it does not continually maintain an agent for service of process in the Commonwealth of Massachusetts, it shall appoint irrevocably the Secretary of the Commonwealth to be its true and lawful attorney upon whom all lawful process in any action or proceeding in the Commonwealth of Massachusetts may be served in the manner set forth in M.G.L. Chapter 156D, §15.10.

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

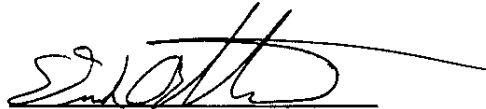
The Massachusetts based limited liability company, OTTARR, LLC shall be dissolved upon completion of this merger; a Certificate of Merger and Cancellation has been filed with the Commonwealth of Massachusetts.

The surviving Florida limited liability company, OTTARR, LLC, shall utilize the EIN originally assigned to the merging Massachusetts organization; EIN 26-4294768.

This **Plan of Merger** is filed with the Florida Department of State on **October 19, 2012**.



Rachel S Ottaviano  
Managing Owner, OTTARR, LLC



Derek L Ottaviano  
Managing Owner, OTTARR, LLC

**Contact Information:**

Email: [rachel@ottarr.com](mailto:rachel@ottarr.com)

Phone: 774-284-3333

Address: 429 SW Cherryhill Road  
Port Saint Lucie, FL 34953

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