

L12000109237

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

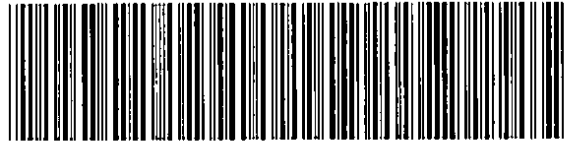
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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12/12/18--01014--007 \*\*140.00

18 DEC 12 PM 11:22

RECEIVED  
CLERK OF COURT

LLC  
Mergers

2018 DEC 12 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FL

FILED

12-13-2018

D CONNELL

## CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

LYONS CORNER, LLC

Signature \_\_\_\_\_

Requested by: BA

12/12/18

Name \_\_\_\_\_

Date \_\_\_\_\_

Time \_\_\_\_\_

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

\_\_\_\_ Art of Inc. File \_\_\_\_\_

\_\_\_\_ LTD Partnership File \_\_\_\_\_

\_\_\_\_ Foreign Corp. File \_\_\_\_\_

\_\_\_\_ L.C. File \_\_\_\_\_

\_\_\_\_ Fictitious Name File \_\_\_\_\_

\_\_\_\_ Trade/Service Mark \_\_\_\_\_

☒ Merger File \_\_\_\_\_

\_\_\_\_ Art. of Amend. File \_\_\_\_\_

\_\_\_\_ RA Resignation \_\_\_\_\_

\_\_\_\_ Dissolution / Withdrawal \_\_\_\_\_

\_\_\_\_ Annual Report / Reinstatement \_\_\_\_\_

☒ Cert. Copy \_\_\_\_\_

\_\_\_\_ Photo Copy \_\_\_\_\_

\_\_\_\_ Certificate of Good Standing \_\_\_\_\_

\_\_\_\_ Certificate of Status \_\_\_\_\_

\_\_\_\_ Certificate of Fictitious Name \_\_\_\_\_

\_\_\_\_ Corp Record Search \_\_\_\_\_

\_\_\_\_ Officer Search \_\_\_\_\_

\_\_\_\_ Fictitious Search \_\_\_\_\_

\_\_\_\_ Fictitious Owner Search \_\_\_\_\_

\_\_\_\_ Vehicle Search \_\_\_\_\_

\_\_\_\_ Driving Record \_\_\_\_\_

\_\_\_\_ UCC 1 or 3 File \_\_\_\_\_

\_\_\_\_ UCC 11 Search \_\_\_\_\_

\_\_\_\_ UCC 11 Retrieval \_\_\_\_\_

\_\_\_\_ Courier \_\_\_\_\_

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Lyons Corner, 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:

Stephanie Magee

\_\_\_\_\_  
Contact Person

\_\_\_\_\_  
Firm/Company

2579 SW 87th Drive

\_\_\_\_\_  
Address

Gainesville, FL 32608

\_\_\_\_\_  
City, State and Zip Code

stephanie@vikingcompanies.org

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Stephanie Magee

at ( 352 ) 333-9333

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

☒ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

CR2E080 (2/14)

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

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
Lyons Corner, LLC	Florida	LLC
Lyons Corner 3, LLC	Florida	LLC

L16-22743

**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>
Lyons Corner, LLC	Florida	LLC

L12-10923

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

**FILED**  
2018 DEC 12 AM 10:00  
SECRETARY OF STATE  
TALLAHASSEE, FL

**FOURTH:** Please check one of the boxes that apply to surviving entity: (if applicable)

- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

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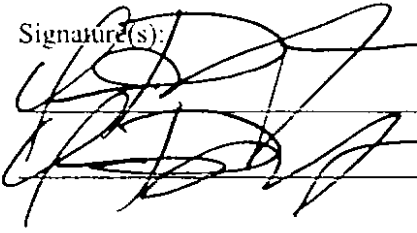
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**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**SIXTH:** If other than the date of filing, the delayed 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:

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Lyons Corner, LLC		Svein H. Dyrkolbotn
Lyons Corner 3, LLC		Svein H. Dyrkolbotn

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 an authorized person

<b><u>Fees:</u></b>	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	<b><u>Certified Copy (optional):</u></b>	\$30.00

### **Plan of Merger**

The following plan of merger is submitted in compliance with section 605.1022, F.S. and in accordance with the laws of any other applicable jurisdiction.

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

<u>NAME</u>	<u>JURSDICTION</u>	<u>FORM/ENTITY/TYPE</u>
Lyons Corner 3, LLC	Florida	limited liability company

**SECOND:** The exact name, form/entity type, and jurisdiction for each **surviving** party is as follows:

<u>NAME</u>	<u>JURSDICTION</u>	<u>FORM/ENTITY/TYPE</u>
Lyons Corner, LLC	Florida	limited liability company

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

A. Terms and Conditions. On the effective date of the merger, the separate existence of the merging party shall cease, and the surviving party shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the merging party, without the necessity for any separate transfer. The surviving party shall thereafter be responsible and liable for all liabilities and obligations of the merging party, and neither the rights of creditors nor any liens on the property of the merging party shall be impaired by the merger.

B. Exchange of Units of Membership. SHD Development, LLC, WDO Development, LLC, Phyllis T. Dean, as Trustee of the Phyllis T. Dean Revocable Living Trust dated April 9, 1998 as amended and restated by Amendment and Restatement dated August 21, 2014, Jason and Helena Weaver, and Randy Emmons are the Members of the merging party. Through this Plan of Merger, the outstanding units of membership owned by the Members of the merging party shall be contributed in exchange for units in the surviving party as of the effective date of the merger. In exchange for the units of ownership in the surviving company, Members of the merging party shall receive the following units of ownership in the surviving company. Lyons Corner, LLC (which does not include any ownership already existing in surviving party (Lyons Corner 3, LLC), if any):

SHD Development, LLC	202.5 units
WDO Development, LLC	202.5 units
Phyllis T. Dean, as Trustee of the Phyllis T. Dean Revocable Living Trust dated April 9, 1998, as amended and restated by Amendment and Restatement dated August 21, 2014	72.645 units

Jason and Helena Weaver

5.59 units

Randy Emmons

16.765 units

C. Changes in Articles of Organization. The Articles of Organization of the surviving party shall continue to be its Articles of Organization, without Amendment, following the effective date of the merger.

D. Changes in Operating Agreement. The Operating Agreement of the surviving party shall continue to be its Operating Agreement, with appropriate Amendments to accommodate the new Members as a result of the merger following the effective date of the merger.

E. Manager. The manager of the surviving party on the effective date of the merger shall continue as the Manager of the surviving party until such time as the successor(s) has/have been elected or appointed and qualified.

F. Prohibited Transactions. Neither of the constituent parties shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the merging and surviving parties may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

G. Approval by Members and Manager. The plan of merger shall be submitted for the approval of the Members and Manager of the surviving party and the members and manager of the merging party, in the manners provided by the applicable laws of the State of Florida at meeting to be held on or before November 30, 2018, or at such other time as to which the Members and Manager of the surviving party and Members and Manager of the merging party may agree.

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

I. Abandonment of Merger. The plan of merger may be abandoned by action of the Members and Manager of the surviving party and the Members and Manager of the merging party at any time prior to the effective date or on the happening of either of the following events:

- (a) If the merger is not approved by the Members and Manager of the surviving party or the Members and Manager of the merging party on or before December 31, 2018; or
- (b) If, in the judgment of the Members and Manager of the surviving party the merger would be impracticable because of the number of dissenting members asserting appraisal rights under the laws of the State of Florida.

J. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

**Merging Party:**

**LYONS CORNER 3, LLC,**  
a Florida limited liability company

By: 

Name: Svein H. Dyrkolbotn

Its: Manager

**Surviving Party:**

**LYONS CORNER, LLC,**  
a Florida limited liability company  
By: SHD Development, LLC,  
a Florida limited liability company

By: 

Name: Svein H. Dyrkolbotn

Its: Manager