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Division of Corporations
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MERGER OR SHARE EXCHANGE
Orange Industrial Bartow, LLC

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Merger

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12/10/2012

From: Calandrino Law Firm

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01/02/2013 17:40

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December 31, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ORANGE INDUSTRIAL BARTOW, LLC
CALANDRINO LAW FIRM, P.A.
301 EAST PINE ST, STE. 950
ORLANDO, FL 32801

SUBJECT: ORANGE INDUSTRIAL BARTOW, LLC
REF: L12000159087

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

PLEASE NOTE: SECTION THIRD OF THE ARTICLES OF MERGER AS STATED IN THE FORMS PROVIDED ON OUR WEBSITE PURSUANT TO SECTION 608.4382 OF THE FLORIDA STATUTES PROVIDES THE 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. WHEN THE MERGER INVOLVES ONLY LIMITED LIABILITY COMPANIES THE ONLY STATUTES THAT WOULD APPLY WOULD BE 608.

ALSO, IN THE PLAN OF MERGER PAGE 2, SECTION 4 AND SUBSECTION 4.2, THE REFERENCE TO ARTICLE OF INCORPORATION SHOULD BE REPLACED WITH ARTICLE OF ORGANIZATION SINCE THE MERGER MENTIONS ONLY LIMITED LIABILITY COMPANIES.

THE FAX AUDIT NUMBERS THAT APPEAR ON PAGES 3 AND 5 ARE STILL NOT CORRECT.

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) 245-6050.

Darlene Connolly
Regulatory Specialist II

FAX Aud. #: H12000289378
Letter Number: 212A00030608

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TALLAHASSEE, FLORIDA

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12/26/2012 2:21:48 PM PAGE 1/001 Fax Server



December 26, 2012

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ORANGE INDUSTRIAL BARTOW, LLC
CALANDRINO LAW FIRM, P.A.
301 EAST PINE ST, STE. 950
ORLANDO, FL 32801

SUBJECT: ORANGE INDUSTRIAL BARTOW, LLC
REF: L12000159087

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The fax audit number shown on page 3 and 4 of the agreement and plan of merger is incorrect. Please correct your document accordingly.

Section "Third" of the Articles of Merger contains a reference to being filed pursuant to 607, FL statutes. The correct statute number would be 608, since the merging entity is a limited liability company.

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) 245-6050.

Darlene Connell
Regulatory Specialist II

FAX Aud. #: H12000289378
Letter Number: 112A00030292

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JAN - 2 PM 14:15

Articles of Merger

The following Articles of Merger are being submitted in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, street address of the principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Orange Industrial Bartow, LLC Post Office Box 1079 Davenport, Florida 33836 Florida Document No.: L12000159087	Florida	limited liability company
Orange Industrial Bartow, LLC 777 Doheny Ct. Northville, Michigan 48167 Michigan ID No.: B55089	Michigan	limited liability company

SECOND: The exact name, street address of the principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Orange Industrial Bartow, LLC Post Office Box 1079 Davenport, Florida 33836 Florida Document No.: L12000159087	Florida	limited liability company

THIRD: The attached Plan of Merger meets the requirements of Section 608.4382, Florida Statutes, and was approved by the merging parties in accordance with applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective as of the date of the Articles of Merger are filed with the Florida Department of State.

FIFTH: The Articles of Merger comply with and were executed in accordance with the laws of each party's applicable jurisdiction.

SIXTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the regulations or articles of organization of any limited liability company that is a party to the merger.

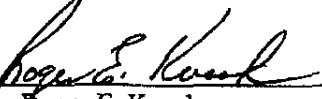
SEVENTH: Signatures of each party are below.

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ORANGE INDUSTRIAL BARTOW, LLC
Florida Limited Liability Company

By: 
Roger E. Knaak
Managing Member

ORANGE INDUSTRIAL BARTOW, LLC
Michigan Limited Liability Company

By: 
Roger E. Knaak
Managing Member

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**Agreement and Plan of Merger of
Orange Industrial Bartow, LLC
With and Into
Orange Industrial Bartow, LLC**

THIS AGREEMENT AND PLAN OF MERGER (the "Plan of Merger") is entered into this 10th day of December, 2012 by and between Orange Industrial Bartow, LLC, a Michigan limited liability company ("OIB Michigan") and Orange Industrial Bartow, LLC, a Florida corporation ("OIB Florida").

RECITALS

WHEREAS, all of the members of OIB Michigan have resolved that OIB Michigan be merged, pursuant to Section 608.4382, Florida Statutes, with and into OIB Florida, which limited liability company will be the "Surviving Entity."

NOW THEREFORE, in consideration of the promises and the mutual agreements, provisions and covenants herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, these parties hereto hereby agree in accordance with the Florida Limited liability company Act with the following terms and conditions:

1. **Recitals.** The recitals as set forth above are true and correct and are hereby incorporated herein by reference.
2. **Merger.** The members of OIB Michigan hereby agree that OIB Michigan, at the Effective Date (as hereinafter defined), shall be merged with and into OIB Florida (the "Merger").
3. **Effects of Merger.**

3.1 Certain Effects of Merger. On the Effective Date, the separate existence of OIB Michigan shall cease and OIB Michigan shall be merged with and into OIB Florida which, as the Surviving Entity, shall possess all the rights, privileges, powers and franchises of a public as well as private nature, and be subject to all restrictions, disabilities and duties of OIB Michigan and all and singular, the rights privileges, powers and franchises of OIB Michigan, and all property, real, personal and mixed, and all debts due to OIB Michigan on whatever account, and all other things in action or belonging to OIB Michigan, shall be vested in OIB Florida, and all property, rights, privileges, powers and franchises and all and every other interest shall hereafter effectually be the property of OIB Florida as they were of OIB Michigan, and the title to any real estate vested by deed or otherwise under the laws of the State of Michigan or any other jurisdiction in OIB Michigan shall not revert or be in any OIB impaired; but all rights of creditors and all liens upon any property of OIB Michigan shall be preserved unimpaired, and

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all debts, liabilities and duties of OIB Michigan shall thenceforth attach to OIB Florida and may be enforced against OIB Florida to the same extent as if said debts, liabilities and duties had been incurred or contracted by OIB Florida. At any time, or from time to time, after the Effective Date, the shareholders or the last shareholders of the Surviving Entity may, in the name of OIB Michigan, execute and deliver all such proper deeds, assignments and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of OIB Michigan's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purpose of this Plan of Merger.

4. Name of Surviving Entity; Articles of Organization; Operating Agreement.

4.1 Name of Surviving Entity. The name of Surviving Entity from and after the Effective Date shall be Orange Industrial Bartow, LLC

4.2 Articles of Organization. The Articles of Organization of OIB Florida, as in effect on the date hereof, shall from and after the Effective Date be and continue to be the Articles of Incorporation of the Surviving Entity until changed or amended as provided by law.

4.3 Operating Agreement. The Operating Agreement of OIB Florida, from and after the Effective Date, shall be the Operating Agreement of the Surviving Entity until changed or amended, in accordance with the terms thereof.

5. Members' Interests; Capital Accounts. By virtue of the mutual identity of the members of OIB Michigan and the members of the Surviving Entity, no additional membership interests will be issued to the respective members of OIB Michigan and the Surviving Entity, the capital accounts of the members of OIB Michigan will be assumed by and added to the respective capital accounts of the members of OIB Florida.

6. Managers of Surviving Entity. The managers of the Surviving Entity are:

Roger E. Knaak

Post Office Box 1079
Davenport, Florida 33836

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7. Miscellaneous.

7.1 Termination. This Plan of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger and whether before or after approval of this Plan of Merger by the managers of OIB Michigan or the managers of OIB Florida, if the managers of OIB Michigan or the managers of OIB Florida duly adopt a resolution abandoning this Plan of Merger.

7.2 Counterparts. For the convenience of the parties hereto and to facilitate the filing of this Plan of Merger, any number of counterparts hereof may be executed and each such counterpart shall be deemed to be an original instrument.

7.3 Effective Date. The Effective Date of the Merger shall be as of the date of filing of the Articles of Merger with the Secretary of State of the State of Florida.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

Witnesses:

Eric Knaak
Print Name: Eric Knaak

Mary F. Scalise
Print Name: Mary F. Scalise

ORANGE INDUSTRIAL BARTOW, LLC,
Florida Limited Liability Company

By: *Roger E. Knaak*
Roger E. Knaak
Managing Member

Eric Knaak
Print Name: Eric Knaak

Mary F. Scalise
Print Name: Mary F. Scalise

ORANGE INDUSTRIAL BARTOW, LLC,
Michigan Limited Liability Company

By: *Roger E. Knaak*
Roger E. Knaak
Managing Member