

L1300038371

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MERGER OR SHARE EXCHANGE MACHINE VENTURES, LLC

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**ARTICLES OF MERGER
OF
MASTER VENTURE HOLDINGS, LLC
INTO
MACHINE VENTURES, LLC**

1. MASTER VENTURE HOLDINGS, LLC (Document Number L13000039792), a Florida limited liability company, and MACHINE VENTURES, LLC (Document Number L13000038371), a Florida limited liability company, are parties to a merger, with MACHINE VENTURES, LLC, being the Surviving Company.

2. A true and complete copy of the Agreement and Plan of Merger is attached hereto as Exhibit "A."

3. The dates of the adoption and approval of the Plan of Merger by the unanimous consent of the Member of MASTER VENTURE HOLDINGS, LLC and by the Member of MACHINE VENTURES, LLC, are as follows:

Name of Entity

MASTER VENTURE HOLDINGS, LLC
MACHINE VENTURES, LLC.

Date

February 11, 2014
February 11, 2014

4. In conjunction with the filing of these Articles of Merger, the Articles of Organization of MACHINE VENTURES, LLC, being the Surviving Company, shall be amended as follows:

"ARTICLE V

MANAGEMENT

The Limited Liability Company is to be a manager-managed company.

The Limited Liability Company's initial Manager shall be:

Joseph F. Nemechek
900 Old Combee Road
Lakeland, Florida 33805"

Except as amended, the Articles of Organization of MACHINE VENTURES, LLC, being the Surviving Company shall remain unchanged.

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5. The date on which the merger shall be effective (referred to in the Agreement and Plan of Merger as the "Effective Time") beginning at 12:01 a.m., February 21, 2014.

6. The merger provided for herein is permitted under the laws of the State of Florida and has been authorized in compliance with said laws.

IN WITNESS WHEREOF, duly authorized Member of MASTER VENTURE HOLDINGS, LLC has executed these Articles of Merger, as of this 11th day of February, 2014

MASTER VENTURE HOLDINGS, LLC,
a Florida limited liability company

By: 

Joseph F. Nemechek, Member

IN WITNESS WHEREOF, the duly authorized Manager of the Member of MACHINE VENTURES, LLC, has executed these Articles of Merger, as of this 12th day of February, 2014.

MASTER VENTURE HOLDINGS, LLC,
a Florida limited liability company

By: 

Virginia C. Harris, Manager

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EXHIBIT "A"

PLAN OF MERGER

I. Limited Liability Companies Proposing to Merge and the Surviving Limited Liability Company.

(a) The Limited Liability Companies proposing to merge are MACHINE VENTURES, LLC, a Florida limited liability company, and MASTER VENTURE HOLDINGS, LLC, a Florida limited liability company.

(b) As of the Effective Time of the merger as specified in the Articles of Merger (referred to herein as the "Effective Time"), MASTER VENTURE HOLDINGS, LLC shall be merged into MACHINE VENTURES, LLC, in accordance with the applicable laws of the State of Florida and the terms and provisions of this Plan of Merger. MACHINE VENTURES, LLC shall be the surviving limited liability company (referred to herein as the "Surviving Company").

(c) MACHINE VENTURES, LLC, is a Florida limited liability company, organized and existing under Chapter 605, Florida Statutes.

(d) MASTER VENTURE HOLDINGS, LLC, is a Florida limited liability company organized and existing under Chapter 605, Florida Statutes.

(e) MACHINE VENTURES, LLC is MASTER VENTURE HOLDINGS, LLC's wholly owned subsidiary.

II. Terms and Conditions of the Proposed Merger.

(a) The corporate identity, existence, purposes, powers, rights, privileges, immunities and franchises of a public as well as of a private nature of MACHINE VENTURES, LLC shall continue unaffected and unimpaired by the merger.

(b) As of the Effective Time, the separate existence of MASTER VENTURE HOLDINGS, LLC shall cease (except to the extent continued by law), and all of the properties (both real and personal), rights, powers, privileges, immunities and franchises, of whatever

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nature and description, of a public, as well as of a private nature, of MASTER VENTURE HOLDINGS, LLC, shall be transferred to, vest in and evolve upon MACHINE VENTURES, LLC, as the Surviving Entity, without further act or deed.

(c) From and after the Effective Time, MACHINE VENTURES, LLC, as the Surviving Company, shall be responsible and liable for all of the debts, liabilities and obligations of MASTER VENTURE HOLDINGS, LLC, to the extent required by law; and any claim existing and any action or proceeding pending by or against MASTER VENTURE HOLDINGS, LLC, may be prosecuted as if the merger had not taken place or, alternatively, MACHINE VENTURES, LLC, as the Surviving Company, may be substituted in the place of MASTER VENTURE HOLDINGS, LLC

(d) If, at any time, MACHINE VENTURES, LLC, as the Surviving Company, shall consider or be advised that any further actions are necessary or desirable to vest, protect or confirm, of record or otherwise, in MACHINE VENTURES, LLC, as the Surviving Company, the title to any properties (both real and personal), powers, rights, privileges, immunities or franchises of MASTER VENTURE HOLDINGS, LLC acquired by reason of the merger, or otherwise to carry out the provisions hereof, the last acting officers of MASTER VENTURE HOLDINGS, LLC, or, alternatively, the corresponding officers of MACHINE VENTURES, LLC, as the Surviving Company, shall execute and deliver such confirmatory conveyance documents and like instruments, and shall take all such other actions, as shall be deemed necessary or desirable to vest, perfect or confirm title to all of such properties (both real and personal), powers, rights, privileges, immunities and franchises of MASTER VENTURE HOLDINGS, LLC in MACHINE VENTURES, LLC, as the Surviving Company, and otherwise to carry out the intent hereof.

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III. Manner and Basis of Converting the Membership Interest of the Merging Limited Liability Company into Membership Interest of the Surviving Company.

(a) As of the Effective Time, each outstanding Membership Unit and Membership Interest of MASTER VENTURE HOLDINGS, LLC shall be exchanged for a Membership Unit and Membership Interest of the Surviving Company. All authorized but unissued Membership Units of MASTER VENTURE HOLDINGS, LLC, if any, will be cancelled and no Membership Units issued in lieu of such Membership Units.

(b) The issued and outstanding Membership Units of MACHINE VENTURES, LLC previously authorized shall be all of the authorized Membership Units of the Surviving Company.

(c) As soon as practicable after the Effective Time, the Surviving Company shall surrender for cancellation each outstanding certificate representing Membership Units and Membership Interest of MASTER VENTURE HOLDINGS, LLC.

IV. Articles of Organization, Operating Agreement and Manager of the Surviving Company.

(a) The Articles of Organization of the Surviving Company shall amended as provided in the Articles of Merger to provide for the Surviving Company to be a manager-managed company. Except for the foregoing amendment, the Articles of Organization of the Surviving Company shall not be effected by the merger, and the Articles of Organization of the Surviving Company, as presently and heretofore amended and on file with the office of the Florida Secretary of State, shall, on and after the Effective Time constitute the Articles of Organization of the Surviving Company, unless and until thereafter amended in accordance with the provisions thereof.

(b) On and after the Effective Time, the Operating Agreement of the Surviving Company, in its present form, shall be the Operating Agreement of the Surviving Company

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unless and until such Operating Agreement shall be altered, amended or repealed, or until new Operating Agreement shall be adopted, in accordance with the provisions of such Operating Agreement.

(c) As of the Effective Time, Joseph F. Nemecek shall be the sole Manager of the Surviving Company and shall serve as such until his successors are duly elected and have qualified.

V. Other Provisions.

(a) This Plan of Merger may be abandoned by the mutual consent of MASTER VENTURE HOLDINGS, LLC and MACHINE VENTURES, LLC, each acting by Members, at any time before the Effective Time.

(b) The purpose of the statutory merger contemplated by this Plan of Merger is to accomplish a merger of MASTER VENTURE HOLDINGS, LLC and MACHINE VENTURES, LLC, as the Surviving Company, pursuant to the applicable provisions of Chapter 605, Florida Statutes, as amended.

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