

L13000046825

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H13000193876 3)))



H130001938763ABC5

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850)617-6380

From: Account Name : MINERLEY FEIN, P.A.
Account Number : 119980000064
Phone : (561)362-6699
Fax Number : (561)447-9884

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

13 AUG 30 PM 3:04

FILED

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: DREW@MINERLEYFEIN.COM

MERGER OR SHARE EXCHANGE

United Septic Protection, LLC

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$50.00

RECEIVED

13 AUG 30 PM 12:22

SECRETARY OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

C. LEWIS

AUG 30 2013

EXAMINER

[Electronic Filing Menu](#)

[Corporate Filing Menu](#)

[Help](#)

H13000193876 3

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: UNITED SEPTIC PROTECTION, 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:

Andrew K. Fein, Esq.

Contact Person

Minerley Fein, P.A.

Firm/Company

1200 N. Federal Highway, #420

Address

Boca Raton, FL 33432

City, State and Zip Code

drew@minerleyfein.com

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

For further information concerning this matter, please call:

Andrew K. Fein

at (561) 362-6699

Name of Contact Person

Area Code and 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

H13000193876 3

FILED
H13000193876 3

13 AUG 30 PM 3:04

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
L13000046825 United Septic Warranty, LLC	Florida	Limited Liability Company
United Septic Protection, LLC	Kentucky	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>
United Septic Protection, LLC	Kentucky	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.

H13000193876 3

H13000193876 3

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:

September 1, 2013

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:

4229 Bardstown Road

Suite 114

Louisville, KY 40218

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: **c/o Minerley Fein, P.A.**

1200 N. Federal Hwy., Suite 420

Boca Raton, FL 33432

Mailing address: **c/o Minerley Fein, P.A.**

1200 N. Federal Hwy., Suite 420

Boca Raton, FL 33432

H13000193876 3

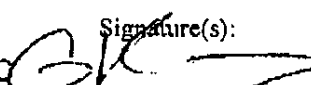
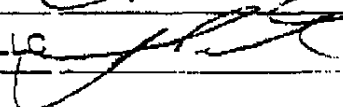
FILED**H13000193876 3**

13 AUG 30 PM 3:04

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:
United Septic Warranty, LLC		Gary Kranz
United Septic Protection, LLC		John Thau

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 H13000193876 3

13 AUG 30 PM 3: 05

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>
United Septic Warranty, LLC	Florida	Limited Liability Company
United Septic Protection, LLC	Kentucky	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>
United Septic Protection, LLC	Kentucky	Limited Liability Company

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

United Septic Warranty, LLC, shall cease existence after the effective date of the merger.

The management of the surviving party shall be by its Managers

The Initial Managers shall be Gary Kranz and John Thau

Limited liability is retained by United Septic Protection, LLC

There will be no changes to the Articles of Organization or Operating Agreement of United

Septic Protection, LLC

(Attach additional sheet if necessary)

H13000193876 3

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

The members of United Septic Warranty, LLC shall become members of
United Septic Protection, LLC in the same interests and shares.

(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:

Such rights shall continue to be governed by the Operating Agreement of United Septic
Protection, LLC to which all current members are a party

(Attach additional sheet if necessary)

H13000193876 3

H13000193876 3

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

(Attach additional sheet if necessary)

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

At and after the effective date of September 1, 2013 the effects of the merger shall be as provided in KRS 275.365.

(Attach additional sheet if necessary)

H13000193876 3