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APR 28 2020

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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Summerwood Stables, 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:

Melvin S. Newman

Contact Person

Firm/Company

910 Skokie Blvd, Suite 112

Address

Northbrook, IL 60062m

City, State and Zip Code

monicavg@me.com

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

For further information concerning this matter, please call:

Melvin S. Newman

Name of Contact Person

at (847) 786 8100

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

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**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>
Summerwood Stables, LLC	Florida	limited liability company
Saratoga Stables, LLC	Florida	limited liability company
		LLC - 70236

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>
Summerwood Stables, LLC	Florida	limited liability company
		LLC - 56991

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).

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U.S. DISTRICT COURT
SOUTHERN DISTRICT OF CALIFORNIA
2017 15 PM 4:39

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 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:

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:

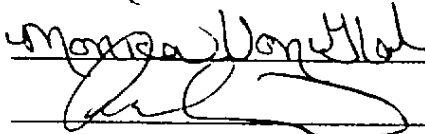
Name of Entity/Organization:

Signature(s):

Typed or Printed

Name of Individual:

Summerwood Stables, LLC



Monica Von Glahn

Saratoga Stables, LLC

Arthur P. Frigo

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

Fees: For each Limited Liability Company:

\$25.00

For each Corporation:

\$35.00

For each Limited Partnership:

\$25.00

For each General Partnership:

\$25.00

For each Other Business Entity:

\$25.00

Certified Copy (optional):

\$30.00

Plan of Merger
between
Summerwood Stables, LLC and Saratoga Stables, LLC,
each being a Florida limited liability company

1. Upon the effective date of the merger, Saratoga Stables, LLC (Saratoga"), which shall be the merged company, shall be merged into Summerwood Stables, LLC, ("Summerwood") which shall be the surviving company, in accordance with the provisions set forth in Section 605.1025 of the Florida statutes.
2. The separate existence of Saratoga shall thereupon cease and Summerwood shall be the surviving company (hereinafter referred to as the "Surviving Company") and shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of Saratoga and Summerwood (together referred to as the "Constituent Companies"); and all the rights, privileges, powers and franchises of each of the Constituent Companies, and all property, real, personal and mixed, and all debts due to either of the Constituent Companies, on whatever account, as well as for all other things in action or belonging to the Constituent Companies, shall be vested in the Surviving Company; and all property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Company as they had been of the several and respective Constituent Companies, and the title to any real estate vested by deed or otherwise, under the laws of the State of Florida, in either of such Constituent Companies shall not revert or be in any way impaired by reason of the Florida Law; but all rights of creditors and all liens upon any property of any of the Constituent Companies shall be preserved unimpaired, and all debts, liabilities and duties of the respective Constituent Companies shall thereafter attach to the Surviving Company and may be enforced against it to the same extent as if those debts, liabilities and duties had been incurred or contracted by it.
3. Upon the effective date of the merger, each outstanding membership interest of Saratoga shall, by virtue of the merger and without any action on the part of the holder thereof, cease to exist and be converted into the right of such holder to receive from the Surviving Company the sum of one hundred (\$100.00) dollars within ten (10) days following the effective date of the merger.

SARATOGA STABLES, LLC

by 

Arthur P. Frigo, sole member

SUMMERWOOD STABLES, LLC

by 

Monica Von Glahn, sole member