

09/17/2013 10:10 FAX

GUNSTER YOAKLEY

001/011

Division of Corporations

Page 1 of 1

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.

((H13000206559 3)))



H130002065593ABC+

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 : GUNSTER, YOAKLEY & STEWART, P.A.
Account Number : 076117000420
Phone : (561) 650-0728
Fax Number : (561) 671-2527

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

Email Address: entityadministration@gunster.com

MERGER OR SHARE EXCHANGE

The Semple-Rieger Company LLC

Certificate of Status	1
Certified Copy	1
Page Count	10
Estimated Charge	\$77.50

RECEIVED
13 SEP 17 AM 10:15
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
13 SEP 17 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

FILED
H13000206559 3
18 SEP 17 PM 1:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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

The following Certificate of Merger is submitted to in accordance with Section 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
The Semple-Rieger Company, Inc.	New York	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
The Semple-Rieger Company LLC	Florida	Limited Liability Company

THIRD: The Plan of Merger attached as Exhibit A to this Certificate of Merger (the "Plan of Merger") was approved by the domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The Plan of Merger was approved by the other business entity that is a party to the merger in accordance with the applicable laws of the State of New York under which such other business entity is formed and 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:

Not applicable – merger to be effective on the date upon which this Certificate of Merger is filed.

[SIGNATURE PAGE FOLLOWS]

SIXTH: Signature(s) for Each Party:

THE SEMPLE-RIEGER COMPANY, INC

By: Ed M Henig

Name: Edward M. Henig

Title: President

THE SEMPLE-RIEGER COMPANY LLC

By: _____

Name: Merry E. Feintuch

Title: Manager

By: _____

Name: Jacquelyn S. Henig

Title: Manager

SIXTH: Signature(s) for Each Party:

THE SEMPLE-RIEGER COMPANY, INC.

By: _____

Name: Edward M. Henig

Title: President

THE SEMPLE-RIEGER COMPANY LLC

By: Merry E. Feinguch

Name: Merry E. Feinguch

Title: Manager

By: _____

Name: Jacquelyn S. Henig

Title: Manager

H13000206559 3

SIXTH: Signature(s) for Each Party:

THE SEMPLE-RIEGER COMPANY, INC.

By: _____

Name: Edward M. Henig

Title: President

THE SEMPLE-RIEGER COMPANY LLC

By: _____

Name: Merry E. Feintuch

Title: Manager

By: _____

Name: Jacquelyn S. Henig

Title: Manager

09/17/2013 10:10 FAX

GUNSTER YOAKLEY

006/011

H13000206559 3

EXHIBIT A
PLAN OF MERGER

See attached.

**PLAN OF MERGER
OF
THE SEMPLE-RIEGER COMPANY, INC., A NEW YORK CORPORATION
WITH AND INTO
THE SEMPLE-RIEGER COMPANY LLC, A FLORIDA LIMITED LIABILITY
COMPANY**

THIS PLAN OF MERGER (this "Agreement") is dated as of September 17, 2013, by and between The Semple-Rieger Company, Inc., a New York corporation (the "Merging Entity") and The Semple-Rieger Company LLC, a Florida limited liability company (the "Surviving Entity").

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
The Semple-Rieger Company, Inc.	New York	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the surviving entity is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
The Semple-Rieger Company LLC	Florida	Limited Liability Company

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

- (a) Assumption of Assets. All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the Merging Entity, shall be transferred to and vested in the Surviving Entity, without further act or deed.
- (b) Assumption of Obligations. All obligations of the Merging Entity shall become the obligations of the Surviving Entity.

FOURTH: The manner and basis of converting the shares of the Merging Entity into the interests of the Surviving Entity, by virtue of the Merger and without any action on the part of the Merging Entity, the Surviving Entity or the shareholders thereof, is as follows:

- (a) At the effective time of the Merger, each of the Common Voting Shares (par value \$1.00 per share) of the Merging Entity issued and outstanding immediately prior to the effective time of the Merger shall cease to be outstanding and shall be converted into and exchanged for the right to receive one Class A Voting Membership Unit of the Surviving Entity; and
- (b) At the effective time of the Merger, each of the Common Non-Voting Shares (par value \$1.00 per share) of the Merging Entity issued and outstanding immediately prior to the effective time of the Merger shall cease to be outstanding and shall be converted into and

exchanged for the right to receive one Class B Non-Voting Membership Unit of the Surviving Entity.

FIFTH: The designation and number of outstanding shares of each class and series of the Merging Entity is as follows (for the avoidance of doubt, only the holders of Common Voting Shares are entitled to vote):

Common Voting Shares: 100 shares outstanding

Common Non-Voting Shares: 1,000 shares outstanding

SIXTH: The names and business addresses of the managers of the Surviving Entity are as follows:

Merry E. Feintuch
16259 Andalucia Lane
Delray Beach, FL 33446

Jacquelyn S. Henig
6061 Hollows Lane
Delray Beach, FL 33484

SEVENTH: This Agreement may be executed in one or more counterparts and, collectively, shall constitute one instrument represent the Agreement among the parties to this Agreement. It shall not be necessary that any one counterpart be signed by all of the parties to this Agreement as long as each of the parties has signed at least one counterpart. This Agreement, to the extent delivered by means of a facsimile machine or by .pdf, .tif, .gif, .jpeg, or similar attachment to an electronic mail message, shall be treated in all manner and respects as an original executed counterpart and shall be considered to have the same binding legal effect as if it were the original signed version thereof delivered in person.

EIGHTH: Anything herein or elsewhere to the contrary notwithstanding, this Agreement may be amended or supplemented, as may be determined by the parties to this Agreement to be necessary, desirable or expedient to further the purpose of this Agreement, or to clarify the intention of the parties to this Agreement, or to add to or modify the covenants, terms or conditions of this Agreement or to effect or facilitate any governmental approval or acceptance of the merger or of this Agreement or the recording of this Agreement or the consummation of any of the transactions contemplated hereby. No amendment or supplement to this Agreement shall be effective unless it is in writing and signed by the constituent entities. This Agreement shall inure to the benefit of and be binding upon the parties to this Agreement and their respective successors and assigns. Nothing in this Agreement, expressed or implied, is intended to confer on any person other than the parties to this Agreement or their respective successors and assigns, any rights, remedies, obligations or liabilities under or by reason of this Agreement.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, this Plan of Merger has been adopted as of the date first stated above.

**MERGING ENTITY:
THE SEMPLE-RIEGER COMPANY, INC.**

By: Ed M. Henig
Name: Edward M. Henig
Title: President

**SURVIVING ENTITY:
THE SEMPLE-RIEGER COMPANY LLC**

By: _____
Name: Merry E. Feintuch
Title: Manager

By: _____
Name: Jacquelyn S. Henig
Title: Manager

09/17/2013 10:11 FAX

GUNSTER YOAKLEY

010/011

H13000206559 3

IN

**MERGING ENTITY:
THE SEMPLE-RIEGER COMPANY, INC.**

By: _____
Name: Edward M. Henig
Title: President

**SURVIVING ENTITY:
THE SEMPLE-RIEGER COMPANY LLC**

By: Merry E. Feintuch
Name: Merry E. Feintuch
Title: Manager

By: _____
Name: Jacquelyn S. Henig
Title: Manager

Signature Page to Plan of Merger (Semple-Rieger)

H13000206559 3

09/17/2013 10:11 FAX

GUNSTER YOAKLEY

011/011

H13000206559 3

**MERGING ENTITY:
THE SEMPLE-RIEGER COMPANY, INC.**

By: _____
Name: Edward M. Henig
Title: President

**SURVIVING ENTITY:
THE SEMPLE-RIEGER COMPANY LLC**

By: _____
Name: Merry E. Feinrich
Title: Manager

By:  _____
Name: Jacquelyn S. Henig
Title: Manager