

L13000150398

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

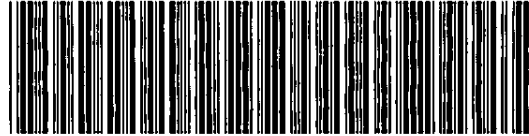
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



200267713192

12/30/14--01029--023 **90.00

EFFECTIVE DATE
1-1-2015

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC 30 AM 10:43

C.L.
1-6-15



Railey
Harding
+ Allen

Professional Association

ATTORNEYS AT LAW

Nora H. Miller
nmiller@raileyharding.com
T 407.648.9119
F 407.648.8049

15 North Eola Drive
Orlando, Florida 32801
www.raileyharding.com

December 23, 2014

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Dear Sir or Madam:

Enclosed please find Articles of Merger that are being filed in accordance with Section 605.1025, Florida Statutes and a check in the amount of \$90.00 to cover the filing fees (\$25.00 for each Limited Liability Company, \$35 for each Corporation and \$30.00 for a certified copy (\$30.00). Please be advised that the name of the Surviving Entity is being changed from "HGC Holdings, LLC" to "Christie Lites Enterprises USA Limited, LLC". Also, the Articles are being amended in accordance with the new LLC statute to reflect that that the Surviving Entity is a Manager Managed LLC and that Huntly Christie will be its Manager. The Effective Date of the Merger is requested to be January 1, 2015.

For further information concerning this matter, please call me at 407-648-9119.

Sincerely,

Nora Miller

Orlando
15 North Eola Drive
Orlando, FL 32801
407.648.9119

Tampa
309 South Fielding Avenue
Tampa, FL 33606
813.251.0009

Cocoa Beach
317 North Orlando Avenue
Cocoa Beach, FL 32931
321.613.4620

Howard M. Allen | FL CO
Robert A. Crabill | FL
Michael L. Dear | FL
Patrick R. Delaney | FL NJ PA
Robert L. Harding | FL

Nora H. Miller | FL CA
Lilburn R. Railey III | FL
Mark S. Reisinger | FL VA
Jonathan C. Squires | FL
Rouselle A. Sutton III | FL

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS

ARTICLES OF MERGER

14 DEC 30 AM 10:43

The following Articles of Merger and Name Change Amendment are being submitted in accordance with §264 Delaware Code and Sections 605.0202 and 605.1025 Florida Statutes.

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

<u>Name and Principal Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Christie Lites Enterprises USA Limited c/o Corporation Service Company 2711 Centerville Rd., Suite 400 Wilmington, DE 19808	Delaware	Corporation

Delaware File Number: 4914871

FEI Number: 27-5551212

EFFECTIVE DATE
1-1-2015

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

<u>Name and Principal Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
2. HGC Holdings, LLC 6990 Lake Ellenor Drive Orlando, FL 32809	Florida	Limited Liability Co.

Florida Document/Registration Number: L130001503 98

FEI Number: 46-4020736

THIRD: The merger was approved by the merging Delaware corporation in accordance with 8 Del. C. §251. The merger was approved by the surviving Florida limited liability company in accordance with Fla. Stat. §§605.1021-605.1026 and by each member of such limited liability company who as a result of the merger will have interest holder liability under Fla. Stat. §605.1023(1)(b).

FOURTH: The surviving entity existed before the merger as a limited liability company formed under the laws of Florida.

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under Fla. Stat. §§605.1006 and 605.1061-605.1072



SIXTH: The merger shall become effective at 12:01 A.M. on the later of January 1, 2015, or the date on which this certificate of merger has been filed with the Secretary of State of Florida.

SEVENTH: Article I of the Articles of Organization of the surviving entity, HGC Holdings, LLC, is hereby amended to change the name of the surviving entity to Christie Lites Enterprises

USA, LLC. The name change amendment was approved by the Members in accordance with Florida Statutes §605.0202.

EIGHTH: Article V of the Articles of Organization of the surviving entity, HGC Holdings, LLC, is hereby amended to provide that the surviving entity shall be a Manager managed entity and that the name of the Manager shall be Huntly Christie. This amendment was approved by the Members in accordance with Florida Statutes §605.0202.

NINTH: Signatures for each party:

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed/Printed Name/Title</u>
Christie Lites Enterprises USA Limited		Huntly Christie, President
HGC Holdings, LLC		Huntly Christie, Manager

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
14 DEC 30 AM 10:43