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R. WHITE



REDSTONE

December 18, 2013

Via FedEx

**Florida Department of State
Amendment Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301**

Re: Jonlee Tampa LLC

To whom it may concern:

Enclosed herewith, please find the following documents in conjunction with the merger of Jonlee Tampa Ltd. and Jonlee Tampa LLC.:

1. Certificate of Merger for Florida Limited Liability Company; and
2. Our check in the amount of \$107.50 as the required Filing Fee for the Certificate and Certified Copy.

Thank you for your help in this matter.

Very truly yours,

Jonlee Tampa LLC

By 
Lee Burdman, Manager

LB:sf

Enclosures

☒ **Ohio Office** • 5050 Belmont Avenue • Youngstown, Ohio 44505
Phone: (330) 759-4000 • Fax: (330) 759-2134

☐ **Florida Office** • 1501 West Cleveland Street, Suite 200 • Tampa, Florida 33606
Phone: (813) 254-6200 • Fax: (813) 254-6225
www.redstoneinc.com

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Jonlee Tampa 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:

Robert A. Bardach

Contact Person

Statman, Harris & Eyrich, LLC

Firm/Company

441 Vine Street, Suite 3700

Address

Cincinnati, Ohio 45202

City, State and Zip Code

bbardach@statmanharris.com

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

For further information concerning this matter, please call:

Robert Bardach

at **(513) 621-2666**

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

FILED

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SECRETARY OF STATE
JALAPASSA, 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>
Jonlee Tampa, Ltd.	Ohio	Limited Partnership
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
Jonlee Tampa LLC	Florida	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.

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:

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:

N/A

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:

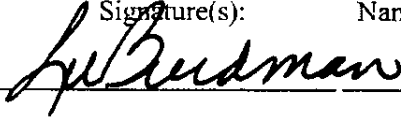
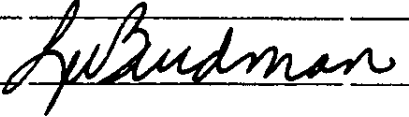
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

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:
Jonlee Tampa, Ltd.		Lee Budman
By: Liberty Funding, its General Partner		
Jonlee Tampa, LLC		Lee Budman

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
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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>
Jonlee Tampa, Ltd.	Ohio	Limited Partnership

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>
Jonlee Tampa LLC	Florida	Limited Liability Company

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

Jonlee Tampa, Ltd. shall be merged with and into Jonlee Tampa LLC effective December 31, 2013, and the entities will file Certificates of Merger with the Florida Department of State and Ohio Secretary of State. The Articles of Organization and Operating Agreement of Jonlee Tampa LLC will remain in effect after the merger. The Manager of Jonlee Tampa LLC will be the manager after the merger. The partnership interests of Jonlee Tampa, Ltd. will cease to exist after the merger. The partners and members of the entities will take necessary action under applicable laws to consummate the merger.

(Attach additional sheet if necessary)

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:

Refer to attached Conversion of Interests.

(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:

(Attach additional sheet if necessary)

Attachment to Certificate of Merger of Jonlee Tampa LLC, a Florida Limited Liability Company (the "Surviving Company") and Jonlee Tampa Ltd., an Ohio limited partnership (the "Merging Company").

**Plan of Merger Fourth Article:
Equity Interests and Manner of Converting Interests**

Merging Company currently has authorized and outstanding one (1) general partnership unit and four (4) limited partnership units.

The **general partnership** unit of Liberty Funding Corp., an Ohio Corporation, represents a (1.00%) interest in the profits and losses of the Merging Company.

The **limited partnership** unit of KB Kidz Limited Partnership represents a (24.75%) interest in the profits and losses of the Merging Company.

The **limited partnership** unit of Jonathan A. Levy represents a (24.75%) interest in the profits and losses of the Merging Company.

The **limited partnership** unit of Lee Burdman represents a (24.75%) interest in the profits and losses of the Merging Company.

The **limited partnership** unit of Kenneth Burdman Marital Exempt Trust represents a (24.75%) interest in the profits and losses of the Merging Company.

The Surviving Company currently has four (4) members.

4.2 Conversion of Interests. The means of effecting the Merger as provided for in the Agreement and the manner of converting the general and limited partnership units interests of the Merging Company into limited liability company membership interests in the Surviving Company shall be as follows:

(a) On the Effective Date, the general and limited partnership units of the Merging Company shall be converted into units of the Surviving Company as follows:

Liberty Funding Corp. – 1.00% interest in the Merging Company is converted to membership interests in the Surviving Company as follows:

4 shares of **Liberty Funding Corp.** (0.25% of Merging Company) owned by Marsha Burdman converts to 25 membership interests (being a 0.25% interest) of Surviving Company.

4 shares of **Liberty Funding Corp.** (0.25% of Merging Company) owned by Jonathan A. Levy converts to 25 membership interests (being a 0.25% interest) of Surviving Company.

4 shares of **Liberty Funding Corp.** (0.25% of Merging Company) owned by Lee Burdman converts to 25 membership interests (being a 0.25% interest) of Surviving Company.

1 share of **Liberty Funding Corp.** (0.0625% of Merging Company) owned by Lee Burdman, and subsequently contributed to KB Kidz Limited Partnership, converts to 6.25 membership interests (being a 0.0625% interest) of Surviving Company.

1 share of **Liberty Funding Corp.** (0.0625% of Merging Company) owned by Heidi Bardach, and subsequently contributed to KB Kidz Limited Partnership, converts to 6.25 membership interests (being a 0.0625% interest) of Surviving Company.

1 share of **Liberty Funding Corp.** (0.0625% of Merging Company) owned by Stacey Eastern, and subsequently contributed to KB Kidz Limited Partnership, converts to 6.25 membership interests (being a 0.0625% interest) of Surviving Company.

1 share of **Liberty Funding Corp.** (0.0625% of Merging Company) owned by Janie Cowell, and subsequently contributed to KB Kidz Limited Partnership, converts to 6.25 membership interests (being a 0.0625% interest) of Surviving Company.

KB Kidz Limited Partnership – 24.75% interest in Merging Company is converted into 2,475 membership interests (being a 24.75% interest) of Surviving Company.

Jonathan A. Levy – 24.75% interest in Merging Company is converted into 2,475 membership interests (being a 24.75% interest) of Surviving Company.

Lee Burdman - 24.75% interest in Merging Company is converted into 2,475 membership interests (being a 24.75% interest) of Surviving Company.

Kenneth Burdman Marital Exempt Trust - 24.75% interest in Merging Company is converted into 2,475 membership interests (being a 24.75% interest) of Surviving Company.

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:

(Attach additional sheet if necessary)