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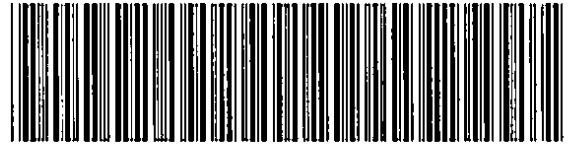
(Business Entity Name)

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CLERK OF STATE
TAMMSEE, FL

C. GOLDEN

JAN - 8 2019

COVER LETTER

12/21/18

TO: Amendment Section
Division of Corporations

SUBJECT: Seminole Management Services 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:

William D. Keith, Esq.
Contact Person

CAEDILLO, KEITH & BONAQUIST, P.A.
Firm/Company

3550 TAMiami TRAIL EAST
Address

NAPLES, FL 34112
City, State and Zip Code

travishill1276@gmail.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Travis A. Hill, Jr. at (304) 671-4065
Name of Contact Person 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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**CLERK OF STATE
TALLAHASSEE, FL**

ARTICLES OF MERGER

The undersigned, in accordance with West Virginia Code Section 31B-9-905, and Section 605.1025, Florida Statutes, hereby make, adopt and file the following Articles of Merger:

ARTICLE I. PARTIES TO THE MERGER AND JURISDICTION

The name and jurisdiction of formation or organization of each of the parties to the merger are: Seminole Management Services LLC, a Florida limited liability company, ("Seminole Management Services") and Seminole, LLC, a West Virginia limited liability company ("Seminole").

ARTICLE II. DATE OF ORGANIZATION/FORMATION

The Articles of Organization for Seminole Management Services were filed with the Florida Department of State, Division of Corporations, on December 6, 2013, and effective on January 1, 2014.

The Articles of Organization for Seminole were filed with the West Virginia Secretary of State's office on December 20, 2007.

ARTICLE III. PLAN OF MERGER

The Agreement and Plan of Merger has been approved and signed by Seminole Management Services and by Seminole. A copy of the Agreement and Plan of Merger is attached hereto as Exhibit A. No change to Seminole Management Services' articles of organization is necessary.

ARTICLE IV. ADDRESS OF SURVIVING ENTITY

The name and address of the surviving entity is:

Seminole Management Services LLC
801 Tallow Tree Court
Naples, Florida 34108

ARTICLE V. EFFECTIVE DATE OF THE MERGER

The Effective Date of the Merger is the 31st day of December, 2018.

IN WITNESS WHEREOF, the parties hereto have signed, sealed and acknowledged duplicate originals of these Articles of Merger on the 21st of December, 2018

SEMINOLE MANAGEMENT SERVICES
LLC, a Florida limited liability company,

By: Travis A. Hill, Jr.

Travis A. Hill, Jr., sole member and
manager

SEMINOLE, LLC, a West Virginia limited
liability company,

By: Travis A. Hill, Jr.

Travis A. Hill, Jr., member and
manager

Tuscarora Development Corporation,
a West Virginia corporation, member

By: Travis A. Hill, Jr.

Travis A. Hill, Jr., President

**AGREEMENT AND PLAN OF MERGER OF
SEMINOLE, LLC
WITH SEMINOLE MANAGEMENT SERVICES LLC**

THIS AGREEMENT AND PLAN OF MERGER ("Agreement"), is entered into as of this 21st day of December, 2018, by and between Seminole, LLC, a West Virginia limited liability company, ("Seminole"), and Seminole Management Services LLC, a Florida limited liability company ("Seminole Management").

WHEREAS, Seminole is a limited liability company organized and existing under the laws of the State of West Virginia, with its principal place of business at 801 Tallow Tree Court, Naples, Florida 34108; and

WHEREAS, Seminole Management is a limited liability company organized and existing under the laws of the State of Florida, with its principal place of business at 801 Tallow Tree Court, Naples, Florida 34108; and

WHEREAS, Seminole desires to merge with Seminole Management (the "Merger");

WHEREAS, West Virginia Code § 31B-9-904 permits the merger of a West Virginia limited liability company with another limited liability company;

WHEREAS, Florida Statutes § 605.1025 permits the merger of a Florida limited liability company with another limited liability company;

NOW, THEREFORE, for and in consideration of the premises and the representations, warranties, covenants and agreements contained herein, Seminole Management and Seminole do represent, warrant, covenant, and agree as follows:

i. Parties to Merger and Surviving Company. Seminole shall merge with Seminole Management, pursuant to the laws of the State of West Virginia. After the consummation of the Merger, Seminole Management will be the surviving entity. The type of organization of the surviving entity is a Florida limited liability company. The name of the surviving entity is Seminole Management Services LLC, and its principal place of business will be located at 801 Tallow Tree Court, Naples, Florida 34108.

ii. Effective Date of Merger. The Merger shall become effective as of the 31st day of December, 2018 (the "Effective Date");

a. This Agreement has been approved by the Members of each of Seminole Management and Seminole.

b. All conditions precedent to each party's duties of performance under this Agreement exist or have occurred, unless waived in writing; and

Exhibit A

c. No event giving either party the right to terminate this Agreement has occurred.

iii. Effect of the Merger. Upon consummation, the Merger shall have the following effects:

a. Seminole Management, as the surviving entity, shall possess all the rights, privileges, immunities and franchises of both Seminole Management and Seminole.

b. All property, real, personal, and mixed, and all debts due in whatever amount, and all choses in action, and all and every other interest belonging to or due Seminole (the "Property"), shall be taken and deemed to be transferred to and invested in Seminole Management without further act or deed; and the title to any real estate, or any interest therein, vested in Seminole shall not revert nor be in any way impaired by reason of the Merger.

c. Seminole Management, as the surviving entity, shall be responsible and liable for all the liabilities and obligations of Seminole and neither the rights of creditors nor liens upon the property of Seminole Management and Seminole shall be impaired by the Merger.

iv. Conversion of Units and Beneficial Interests. The manner of converting the limited liability company interests in Seminole to limited liability company interests in Seminole Management shall be as follows:


Immediately prior to the effective date, the sole member of Seminole is Travis A. Hill, Jr., and the members of Seminole Management are Travis A. Hill, Jr., holding 99% of the Units of Interest, and Tuscarora Development Corporation, holding 1% of the Units of Interest. Immediately after the effective date, Seminole will not exist and, by operation of West Virginia Code § 31B-9-906(a)(2), all property formerly owned by Seminole will be vested in Seminole Management, and the members of Seminole Management shall be as follows:

Travis A. Hill, Jr.	99% of the Units of Interest
Tuscarora Development Corporation	1% of the Units of Interest

effectively converting such members' limited liability company interests in Seminole to limited liability company interests in Seminole Management.

IN WITNESS WHEREOF, Seminole Management and Seminole have caused this Agreement to be executed and their seals affixed by their representatives hereunto duly authorized.

SEMINOLE MANAGEMENT SERVICES
LLC, a Florida limited liability company,

By: 
Travis A. Hill, Jr., sole member and
manager

SEMINOLE, LLC, a West Virginia limited liability company,

By: Travis A. Hill, Jr.
Travis A. Hill, Jr., member and manager

Tuscarora Development Corporation,
a West Virginia corporation, member

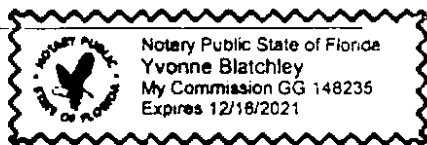
By: Travis A. Hill, Jr.
Travis A. Hill, Jr., President

STATE OF Florida,

COUNTY OF Collier, to-wit:

The foregoing instrument was acknowledged before me this 21st day of December, 2018, by Travis A. Hill, Jr., as the sole member and manager of Seminole Management Services LLC, a Florida limited liability company, on behalf of said company, and as a member and manager of Seminole, LLC, a West Virginia limited liability company, on behalf of said company.

My commission expires:



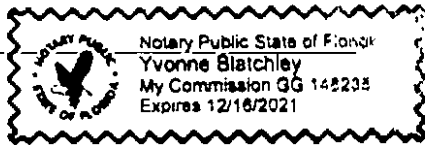
Yvonne Blatchley
Notary Public

STATE OF Florida,

COUNTY OF Collier, to-wit:

The foregoing instrument was acknowledged before me this 21st day of December, 2018, by Travis A. Hill, Jr., as president of Tuscarora Development Corporation, a West Virginia corporation, on behalf of said corporation, as a member of Seminole, LLC, a West Virginia limited liability company, on behalf of said limited liability company.

My commission expires:



Yvonne Blatchley
Notary Public