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DEPARTMENT OF STATE  
13 DEC 27 PM 4:46

FILED  
2013 DEC 27 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*DR*

*12/31/13*

**FLORIDA FILING & SEARCH SERVICES, INC.**

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**DATE:** 12/27/13

**NAME:** KEY READS LLC

**TYPE OF FILING:** MERGER

**COST:** 50.00

**RETURN:** PLAIN COPY PLEASE

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**ACCOUNT:** FCA000000015

**AUTHORIZATION:** ABBIE/PAUL HODGE

*Abbie Hodge*

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*\* File Second \**

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Key Reads 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:

Robertson Price

\_\_\_\_\_  
Contact Person

Key Reads LLC

\_\_\_\_\_  
Firm/Company

1508 Bay Road, Suite 1419

\_\_\_\_\_  
Address

Miami Beach, Florida 33139

\_\_\_\_\_  
City, State and Zip Code

rob@keyreactions.com

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

For further information concerning this matter, please call:

Ronnie Roy

\_\_\_\_\_  
Name of Contact Person

at ( 310 ) 295-1296

\_\_\_\_\_  
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

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

FILED  
2013 DEC 27 PM 4:56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>
Key Reads LLC	New York	Limited Liability Company
Key Reads LLC	Florida	Limited Liability Company

**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>
Key Reads 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:

\_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

**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 entitles 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: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

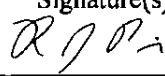
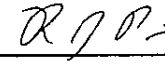
Mailing address: \_\_\_\_\_

\_\_\_\_\_

\_\_\_\_\_

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:
Key Reads LLC		Robertson Price
Key Reads LLC		Robertson Price

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

**Fees:**

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

**Certified Copy (optional):** \$30.00

## 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>
Key Reads LLC	New York	Limited Liability Company
Key Reads LLC	Florida	Limited Liability Company

**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>
Key Reads LLC	Florida	Limited Liability Company

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

Key Reads, LLC, a New York limited liability company ("Key Reads NY") shall merge into Key Reads, LLC, a Florida limited liability company ("Key Reads FL") and Key Reads FL shall be the surviving entity. At the effective time of the merger (the "Effective Time"), Key Reads FL shall continue in existence as the surviving entity, and without further transfer, succeed to and possess all of the rights, privileges and powers of Key Reads NY, and all of the assets and property of whatever kind and character of Key Reads NY shall vest in Key Reads FL without further act or deed; thereafter, Key Reads FL, as the surviving entity, shall be liable for all of the liabilities and obligations of Key Reads NY, and any claim or judgment against Key Reads NY may be enforced against Key Reads FL, as the surviving entity, in accordance with the Florida Limited Liability Company Act. At the Effective Time, each limited liability company interest in Key Reads FL outstanding immediately prior to the Effective Time shall remain unchanged and continue to remain outstanding as a limited liability company interests in the surviving entity, Key Reads FL. The members of the surviving entity and their respective ownership percentages shall be the same as the members and ownership percentages in Key Reads NY. The merger is conditioned upon approval of the members of Key Reads FL and Key Reads NY, which has been obtained.

*(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:

At the Effective Time, each membership unit of Key Reads NY issued and  
outstanding immediately prior to the Effective Time shall be cancelled.

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*(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:

At the Effective Time, all rights to acquire any membership units of Key Reads NY  
issued and outstanding immediately prior to the Effective Time shall be cancelled.

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*(Attach additional sheet if necessary)*



**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

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*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

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*(Attach additional sheet if necessary)*