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FERGESON SKIPPER
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ATTORNEYS AT LAW

RICHARD R. GANS, ESQ.
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Board Certified Wills, Trusts and Estates Lawyer
Fellow, American College of Trust and Estate Counsel

May 13, 2014

Florida Department of State
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, Florida 32314

Re: Peak Batteries Oklahoma, LLC
File No. 13262/25051

Dear Sir or Madam:

Enclosed please find an original and copy of the Articles of Merger of Peak Batteries Oklahoma, LLC, a Delaware limited liability company, into Peak Batteries Oklahoma, LLC, a Florida limited liability company. A check in the amount of \$50.00 is **enclosed** to cover the filing fee.

Please time-stamp the copy of the Articles of Merger and return it to us in the **enclosed** envelope.

If you have any questions, please contact us.

Sincerely,



Richard R. Gans

RRG/jlg

Enclosures

3204546.25051

ARTICLES OF MERGER
OF
PEAK BATTERIES OKLAHOMA, LLC,
a Delaware limited liability company
INTO
PEAK BATTERIES OKLAHOMA, LLC,
a Florida limited liability company

FILED
14 JUL 15 10:40
TALLAHASSEE, FLORIDA

Pursuant to Section 605.1025, Florida Statutes, the following Articles of Merger are submitted to merge Peak Batteries Oklahoma, LLC, a Delaware limited liability company, into Peak Batteries Oklahoma, LLC, a Florida limited liability company.

1. The exact name, entity type and jurisdiction of each merging party are as follows:

<i>Name</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
Peak Batteries Oklahoma, LLC	Delaware	Limited liability company
Peak Batteries Oklahoma, LLC	Florida	Limited Liability Company

2. The name, entity type and jurisdiction of the surviving entity are as follows:

<i>Name</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
Peak Batteries Oklahoma, LLC	Florida	Limited Liability Company

3. The attached Plan of Merger was approved by the constituent LLCs in accordance with Chapter 605 of the Florida Statutes and Title 6, Chapter 18-209 of the Delaware Code.

4. The effective date of the Merger is the date of the latest to occur of filing of these Articles with the Florida Department of State, and the filing of a Certificate of Merger with the Delaware Department of State.

Each of the undersigned entities has caused this Certificate to be signed on 2/14,

2014.

PEAK BATTERIES OKLAHOMA, LLC,
a Delaware limited liability company

By: 

BILLY WHALEN
Member

By: 

SALLY WHALEN
Member

PEAK BATTERIES OKLAHOMA, LLC,
a Florida limited liability company

By: 

BILLY WHALEN
Class A Member

By: 

SALLY WHALEN
Class A Member

PLAN OF MERGER

This Plan of Merger (the "Plan") is made between PEAK BATTERIES OKLAHOMA, LLC, a Delaware limited liability company ("Peak Delaware") and PEAK BATTERIES OKLAHOMA, LLC, a Florida limited liability company ("Peak Florida"), Peak Delaware and Peak Florida, sometimes hereafter collectively referred to as the "Constituent Entities."

WHEREAS, the respective Members of Peak Delaware and Peak Florida deem it advisable that Peak Delaware be merged with and into Peak Florida, and desire to merge the Constituent Entities under the laws of the State of Florida and the State of Delaware.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Entities have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

1. The exact name, jurisdiction and entity type for each of the Constituent Entities are as follows:

<i>Name</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
Peak Batteries Oklahoma, LLC	Delaware	Limited Liability Company
Peak Batteries Oklahoma, LLC	Florida	Limited Liability Company

2. The name, jurisdiction and entity type for the surviving entity are as follows:

<i>Name</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
Peak Batteries Oklahoma, LLC	Florida	Limited Liability Company

3. The Constituent Entities hereby agree that Peak Delaware will be merged into Peak Florida.

4. The interests of the Members of Peak Delaware prior to the merger are as follows:

<i>Member</i>	<i>Ownership Interests</i>
Billy Whalen	50%
Sally Whalen	50%
TOTALS	100%

5. The interests of the Members of Peak Florida prior to the merger are as follows:

<i>Member</i>	<i>Class A Membership Units</i>	<i>Class B Membership Units</i>
Billy Whalen	100	900
Sally Whalen	100	900
TOTALS	200	1800

6. Upon the merger of the Constituent Entities, Peak Florida will survive, and since the Members and their respective percentage ownership interests in each of the Constituent Entities are identical, no new interests in Peak Florida will be issued to the former members of Peak Delaware.

7. Following the merger, the interests of the Members in Peak Florida will be as follows:

<i>Member</i>	<i>Class A Membership Units</i>	<i>Class B Membership Units</i>
Billy Whalen	100	900
Sally Whalen	100	900
TOTALS	200	1800

8. The undersigned intend that no change in the interests of the members of either Constituent Entity in profits, losses or capital shall occur, within the meaning of Section 751 of the Internal Revenue Code of 1986, as amended, as a result of the merger of Peak Delaware into Peak Florida.

9. Any debt of Peak Delaware that is recourse debt as to a Member of Peak Delaware

is recourse debt as to that Member in his or her capacity as a Member of Peak Florida.

10. The Members of Peak Delaware and the Members of Peak Florida each have the power to abandon the merger provided for herein prior to the filing of the Certificate of Merger.

11. The effective date of the merger is when this Plan, and such other appropriate documents, have been filed with both the Florida Department of State and the Delaware Department of State in the manner provided by law (the "Effective Date").

IN WITNESS WHEREOF, the Constituent Entities have caused their respective entity names to be signed hereto, by their respective authorized Partners or Members, as appropriate, on the date indicated below.

PEAK BATTERIES OKLAHOMA, LLC
a Delaware limited liability company

By: Billy Whalen
BILLY WHALEN, Member

Dated: 2/14, 2014

By: Sally Whalen
SALLY WHALEN, Member

Dated: 2/14, 2014

PEAK BATTERIES OKLAHOMA, LLC,
a Florida limited liability company

By: Billy Whalen
BILLY WHALEN, Member

Dated: 2/14, 2014

By: Sally Whalen
SALLY WHALEN, Member

Dated: 2/14, 2014

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