

L14000064907

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(Business Entity Name)

(Document Number)

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EFFECTIVE DATE  
9-30-14

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
14 SEP 26 PM 2:19

C. Lewis  
10-6-14

# Norton ■ Hammersley

Norton, Hammersley, Lopez & Skokos, P.A.

1819 Main Street, Suite 610  
Sarasota, FL 34236  
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**John M. Compton**  
Also licensed in Alabama

**Philip N. Hammersley**  
Certified Circuit  
Court Mediator

**Erik M. Hanson**

**Eric R. Hoonhout**

**Michael P. Infanti**

**Darren R. Inverso**

**E. John Lopez**  
Board-Certified Wills,  
Trusts & Estates  
Board-Certified Taxation

**J. Derrick Maginness**

**Sam D. Norton**  
Board-Certified  
Real Estate

**Peter Z. Skokos**

September 24, 2014

**Via Federal Express**

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



RE: Merger of Logic Lures, LLC, a Texas limited liability company into  
Logic Lures of Florida, LLC, a Florida limited liability company

Dear Sir or Madam:

**Enclosed** for filing are the following documents:

1. Cover Letter,
2. Articles of Merger for Florida Limited Liability Company along with the Plan of Merger;
3. Certificate of Good Standing for Logic Lures of Florida, LLC; and
4. Certificate of Good Standing for Logic Lures, LLC

Please note that the surviving entity name will change to Logic Lures, LLC. It is my understanding that the merger documents will have the effective date as of September 30, 2014. If that is not the case, please contact me at 941-954-4691.

Also **enclosed** is our firm's check in the amount of \$80.00 (\$25.00 x 2 for the Merger fee for both parties and \$30.00 for a Certified Copy). Once filed, please return the original documents to the undersigned.

If you have any questions, please contact me. Thank you.

Very truly yours,

A handwritten signature in black ink, appearing to be "J. M. Compton", written over the words "Very truly yours,".

John M. Compton

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Logic Lures, LLC, a Florida limited liability company  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

John M. Compton  
Contact Person

Norton, Hammersley  
Firm/Company

1819 Main St., Suite 610  
Address

Sarasota, FL 34236  
City, State and Zip Code

jcompton@NHL519w.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

John M. Compton at (941) 954-4691  
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

ARTICLES  
OF MERGER  
FOR

DEPT. OF  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

14 SEP 26 PM 2:19

FLORIDA LIMITED LIABILITY COMPANY

The following Articles of Merger are submitted to merge the following Florida Limited Liability Company(ies) in accordance with s.605.1025, Florida Statutes and Chapter 10 of the Texas Business Organizations Code.

EFFECTIVE DATE  
9-30-14

**FIRST:** The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
M14000002222 Logic Lures, LLC	Texas	LLC

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

L140000064907 Logic Lures of Florida, LLC	Florida	LLC
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**THIRD:** The **attached** plan of merger was approved by each party to the merger in accordance with the applicable provisions of Chapter 605, Florida Statutes.

**FOURTH:** Upon completion of the contemplated merger the name of the surviving entity will be changed to Logic Lures, LLC, a Florida limited liability company.

**FIFTH:** 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.

**SIXTH:** 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:

~~N/A~~ September 30, 2014

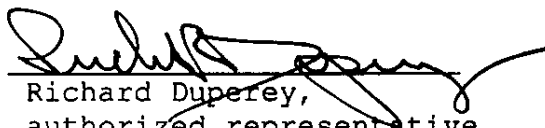
**SEVENTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

N/A

**EIGHTH:** The surviving entity agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

Dated: September 24, 2014

Logic Lures, LLC, a Texas  
limited liability company

By:   
Richard Duperay,  
authorized representative

Logic Lures of Florida, LLC, a  
Florida limited liability company

By:   
Richard Duperay, Manager

**PLAN OF MERGER**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS

THIS PLAN OF MERGER dated September 24, 2014, between  
LOGIC LURES, LLC, a Texas limited liability company (hereinafter  
referred to as the "Merging Company"), and LOGIC LURES OF FLORIDA,  
LLC, a Florida limited liability company (hereinafter referred to  
as the "Surviving Company").

WITNESSETH:

WHEREAS, the Merging Company is a limited liability company  
organized and existing under the laws of the State of Texas with  
its principal office at 5900 Tropical Dire, South Padre Island, TX  
78597-7610; and

WHEREAS, the Surviving Company is a limited liability company  
organized and existing under the laws of the State of Florida, with  
its principal office at 9040 Town Center Parkway, Lakewood Ranch,  
FL 34202; and

WHEREAS, the authorized representative of the Merging Company  
and the manager of the Surviving Company deem it desirable and in  
the best interest of the limited liability companies and their  
members that the Merging Company be merged into the Surviving  
Company pursuant to the provisions of Sections 605.1021 et seq. of  
the Florida Revised Limited Liability Company Act and Chapter 10 of  
the Texas Business Organizations Code.

NOW THEREFORE, in consideration of the mutual covenants and  
subject to the terms and conditions hereinafter set forth, the  
constituent limited liability companies agree as follows:

### SECTION ONE - MERGER

Effective on the date of the filing of the Articles of Merger, the Merging Company shall merge with and into the Surviving Company. The name of the Surviving Company shall be **LOGIC LURES, LLC, a Florida limited liability company.**

### SECTION TWO - TERMS AND CONDITIONS

On the effective date of the merger, the separate existence of the Merging Company shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities and franchises, and all of the property, real, personal and mixed of the Merging Company, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Merging Company, and neither the rights of creditors nor any liens on the property of the Merging Company shall be impaired by the merger.

### SECTION THREE - CONVERSION OF INTERESTS

The manner and basis of converting the interests, shares, obligations or other securities of the Merging Company into interests, shares, obligations or other securities of the Surviving Company is as follows:

Each 1% membership interest of the Merging Company on the effective date of the merger shall be converted into a 1% membership interest of the Surviving Company.

**SECTION FOUR - CHANGES IN ARTICLES OF ORGANIZATION**

The Articles of Organization of the Surviving Company shall continue to be its Articles of Organization following the effective date of the merger except for the change of name from LOGIC LURES OF FLORIDA, LLC TO LOGIC LURES, LLC.

**SECTION FIVE - APPROVAL BY MEMBERS**

This Plan of Merger shall be submitted for the approval of the members of the constituent limited liability companies in the manner provided by the applicable laws of the State of Florida at meetings to be held at such times as to which the members of the constituent limited liability companies may agree.

**SECTION SIX - EFFECTIVE DATE OF MERGER**

The effective date of this merger shall be the date of the filing of the Articles of Merger.

Logic Lures, LLC, a Texas  
limited liability company

By: 

Richard Duperey,  
authorized representative

Logic Lures of Florida, LLC, a  
Florida limited liability company

By: 

Richard Duperey, Manager



# *State of Florida*

## *Department of State*

I certify from the records of this office that LOGIC LURES OF FLORIDA, LLC, is a limited liability company organized under the laws of the State of Florida, filed on April 21, 2014, effective April 15, 2014.

The document number of this company is L14000064907.

I further certify that said limited liability company has paid all fees due this office through December 31, 2014, and its status is active.

*Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this  
the Twenty-third day of  
September, 2014*



*Ken Deitzner*  
**Secretary of State**

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<https://efile.sunbiz.org/certauthver.html>