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C. LEWIS
AUG 12 2014
EXAMINER



ATTORNEYS

Amy Meghan Neaheer
Steven Klaus Teuber

July 31, 2014

VIA OVERNIGHT MAIL/USPS
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

Re: Articles of Merger – Therma Chem US LLC

Dear Sir or Madam:

Enclosed please find Cover Letter, Articles of Merger and Articles of Organization for Therma-Chem US LLC, together with the Plan of Merger, in regard to the above referenced LLC.

We have enclosed a check in the amount of \$50.00 for the filing fee for the Articles of Merger. If you have any questions regarding this matter, please contact attorney, Steven K. Teuber, using the phone number and address listed at the bottom of the page.

Very truly yours,

Steven K. Teuber, Esq.

Enclosures
SKT/jk

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: THERMA-CHEM US, 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:

Steven K Teuber

Contact Person

Neaher & Teuber, PL

Firm/Company

2240 W First Street, Suite 100

Address

Fort Myers, FL 33901

City, State and Zip Code

STeuber@AnotherLawFirm.com

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

For further information concerning this matter, please call:

Steven K. Teuber at (239) 288-0538

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
Florida Limited Liability Company**

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The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
Therma-Chem US, LLC	New York	Limited Liability Compar
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
Therma-Chem US, LLC	Florida	Limited Liability Compa

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

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- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached. 14 AUG 2:39 PM
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

Steven K. Teuber, Esq.

2240 W. First Street, Suite 100

Fort Myers, FL 33901

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FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

August 1, 2014

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed

Name of Individual:

Therma-Chem US, LLC (NY)



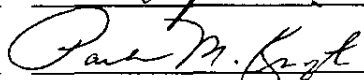
Sole Manager/Member

Therma-Chem US, LLC (FL)



Manager/Member

Therma-Chem US, LLC (FL)



Manager/Member

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 an authorized person

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

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THIS PLAN OF MERGER, is adopted this 28th day of August, 2014, Therma-Chem US, LLC, a New York Limited Liability Company (hereinafter referred to as NY LLC) which is taxed as a S Corporation. Further the domestic corporation has a Entity ID field with the Division of Corporations in New York of 4026161.

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I. PLAN OF MERGER

This plan of Merger sets forth the terms, conditions and manner in which the NY LLC, subject to the approval of its shareholders and directors, will merge into Therma-Chem US, LLC, a Florida limited liability company, hereinafter referred to as "LLC". The LLC shall be the resulting entity following the Merger and shall be governed by the laws of the state of Florida, which state shall continue to be its domicile.

II. EFFECTIVE DATE

The Merger provided for in this plan of Merger shall become effective and the corporation shall be deemed to have converted into the LLC upon the execution and filing with the Florida Dept. of State of the Certificate of Merger of the corporation as required by s.605.1021-605.1026. The date and time of the Merger of the corporation is referred to herein as the "effective date" and shall be August 1, 2014.

III. MANNER OF CONVERTING SHARES

At original formation and prior to the Merger the corporation had issued and authorized only 100 shares of common stock in the corporation issued to Stephen W. Knight as sole shareholder. The manner and basis of converting the outstanding shares of stock into units of the new LLC shall be as follows:

- A. Shares of the Corporation: Upon the effective date the total issued and outstanding stock, or 100 shares shall be converted to 100 units of the new LLC. Further 100 units of the new LLC by virtue of the Merger and without further action on the part of the holder thereof, shall be transferred to 100 units of the LLC to Stephen W. Knight via issuance of 100 units to himself and his spouse (90% and 10%, respectively). Following Merger they shall be the holder of all 100 units of the new LLC.

IV. EFFECT OF THE MERGER

- A. Existence of the Corporation: On the effective date, the separate existence of the NY LLC, namely Therma-Chem US, LLC (NY), shall cease and all of the property, real, personal and mixed and all interest therein of the corporation and all debts due to the corporation shall be transferred to and invested in Therma-Chem US, LLC (FL), without further act or deed and without reversion or interment, all pursuant to Chapter 605, more specifically F.S. 605.1026. The original shareholder, namely Stephen W. Knight has agreed and does hereby waive all

rights to any appraisal of his stock or proprietary rights in the converting corporation pursuant to state law.

- B. Operating Agreement: A copy of the new Operating Agreement and the new management Resolution of the LLC are attached hereto as Exhibit "A".
- C. Expenses: The corporation shall pay all expenses of carrying this plan of Merger into effect and of accomplishing the Merger.
- D. "Non fraudulent Merger" The creation of the LLC and the transfer and or Merger from any the current entity is in part undertaken for estate tax or general asset consolidation purposes, and the principal owners, transferors has/have not transferred away any existing creditor's access to the any debtor's property, and the property transferred is not considered exempt - the principals if anything have only changed the form to one in which a specific remedy is available to creditors seeking collection

V. MANAGEMENT

- A. Stephen W. Knight and Paula M. Knighth shall become the managers of the new LLC all as described and set out in the attached Operating Agreement hereto.
- B. Stephen W. Knight shall execute the back of the existing Stock Certificates in the converting LLC back to the comany and as the new managing member shall execute (a) new member unit certificate as to the 100 units showing that he will be the owner of 90 units and spouse, Paula M. Knight, will be the owner of 90 units in the new LLC all pursuant to Florida laws - see new LLC Transfer Ledger for # of units held by the members.
- C. Since the original entity was taxed as an "S Corporation" it is acknowledged by the undersigned that there should be no taxable effect in this Merger since the accountants and managers of the new LLC shall file any form necessary to show the US Treasury that it is electing "S Corporation" structure so that the manner of taxation shall remain the same as a pass through entity under the Partnership regulations of the Internal Revenue Service.

In witness whereof the company has caused its duly authorized Manager to execute this plan of Merger and the same is hereby approved by all of the members.

By: 
Stephen W. Knight, Member/Manager

The undersigned being the sole sharcholder/Member of the New York LLC, Therma-Chem US, LLC, hereby consents to the foregoing meeting and the plan of Merger to a new LLC called Therma-Chem US, LLC. I ratify and confirm the proceedings had and taken thereat and waive all statutory or by-law requirements as to the notice of time, place or object of the meeting, and I as undersigned also waive

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any right that undersigned may have had as an independent shareholder to any appraisal or other documents or forms or notices so that said Merger may take place at the date and time set forth herein.

Dated the 1st day of August, 2014.



Stephen W. Knight, sole member/manager

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