

L14000184830

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(Document Number)

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*merger &
Name Change*

01/05/15--01018--021 **55.00

FILED
2015 JAN -5 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

merger / name change

ADR

1/15/15

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Safety Operating Systems, L.L.C.

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Karen J. Prevatt

Contact Person

Karen J. Prevatt, P.A.

Firm/Company

137 S. Pebble Beach Boulevard, Suite 102

Address

Sun City Center, Florida 33573

City, State and Zip Code

kprevatt@verizon.net

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

For further information concerning this matter, please call:

Karen J. Prevatt at (813) 634-1750

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



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 13, 2015

KAREN J PREVATT
KAREN J PREVATT, P.A.
137 S PEBBLE BEACH BOULEVARD, SUITE 102
SUN CITY CENTER, FL 33573

SUBJECT: TARGET SOS, LLC
Ref. Number: L14000184830

We have received your document for TARGET SOS, LLC and your check(s) totaling \$55.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date cannot be prior to or more than 90 days after the date of filing in this office.

This merger was received in our office on January 5th.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Diane Cushing
Senior Section Administrator

Letter Number: 915A00000662

ARTICLES OF MERGER
and
AMENDMENT TO ARTICLES OF ORGANIZATION
(Domestic and Foreign Limited Liability Companies)

FILED.

2015 JAN -5 PM 1:17
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

We, the undersigned, submit these Articles of Merger and Amendment to Articles of Organization for filing with the Florida Department of State in accordance with section 605.1025 and section 605.0202, Florida Statutes, and state as follows:

I

The exact name and jurisdiction of each merging entity is:

Safety Operating Systems, L.L.C., a New Jersey limited liability company
Target SOS, LLC, a Florida limited liability company

II

The exact name and jurisdiction of the surviving entity is:

Target SOS, LLC, a Florida limited liability company.
Document Number L14000184830

In conjunction with the Merger, the Articles of Organization of Target SOS, LLC, the surviving entity, are hereby amended to change its name to Safety Operating Systems, L.L.C. effective on January 5, 2015. The Article of Organizations of Target SOS, LLC were accepted for filing by the Department of State on November 19, 2014 with an effective date of January 1, 2015.

III

The Plan of Merger was adopted by the authorized members of the surviving limited liability company in accordance with Sections 605.1021-605.1026, Florida Statutes, and by the members of the merging limited liability company in accordance with the laws of its jurisdiction, New Jersey, and by each member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b), Florida Statutes.

IV

The merger shall become effective on January 5, 2015 after the filing of these Articles of Merger with the Florida Department of State.

V

The Plan of Merger was adopted by the members of the merging limited liability company and members of the surviving limited liability company on December 17, 2014. A copy of the Agreement and Plan of Merger is attached.

VI

The surviving limited liability company is a domestic filing entity effective on the same date as the merger and the amendment to its public organic record is attached.

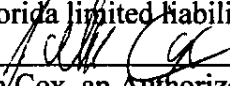
VII

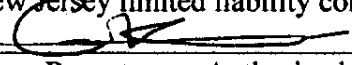
The surviving limited liability company agrees to pay any members with appraisal rights the amount, to which members are entitled under Sections 605.1006 and 605.1061-605.1072, Florida Statutes.

VIII

The Delayed Effective Date of the Merger is January 5, 2015.

IN WITNESS WHEREOF, the participating limited liability companies in the merger have caused these Articles of Merger and Amendment to Articles of Organization to be executed by the authorized members of each of them, pursuant to authority given them by their respective members.

Target SOS, LLC,
a Florida limited liability company
by: 
John Cox, an Authorized Member

Safety Operating Systems, L.L.C.,
a New Jersey limited liability company
by: 
George Reenstra, an Authorized Member

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger (hereinafter the "Agreement") is made and entered this 17th day of December, 2014 by Target SOS, LLC, a Florida limited liability company filed with the Florida Department of State to be effective January 1, 2015 and Safety Operating Systems, L.L.C., a New Jersey limited liability company.

WHEREAS, the members of Target SOS, LLC (hereinafter "Target") and members of Safety Operating Systems, L.L.C. (hereinafter "SOS") desire to effect and have approved on the terms and subject to the conditions of this Agreement a merger of Target and SOS in which SOS will merge with and into Target and Target will affect a name change to its Articles of Organization to be known as Safety Operating Systems, L.L.C., a Florida limited liability company (hereinafter the "Merger"), and

WHEREAS, the holders of interest in SOS shall have an interest in Target which shall be the same percentage interest each now owns in SOS, and

WHEREAS, for federal income tax purposes it is intended that the Merger shall qualify under favorable entity merger provisions of the Internal Revenue Code of 1986, as amended,

NOW THEREFORE, in consideration of the premises and mutual agreements and covenants contained in the Agreement, the parties to the Agreement each intending to be legally bound, hereby agree as follows:

MERGER

1. On January 5, 2015, "the effective date of the Merger", the separate existence of SOS shall cease and Target shall continue as the surviving company changing its name to Safety Operating Systems, L.L.C., a Florida limited liability company.
2. All of the purposes, objects, rights, powers and certificates of SOS shall cease on January 1, 2015 and Target, as the surviving company, shall succeed to all the assets of SOS and shall be subject to and responsible for all debts, liabilities obligations and duties of SOS with the effect provided by Section 605.1025, Florida Statutes.
3. On the merger date without further action on part of SOS or Target, the Articles of Organization of Target shall be amended to change the name of the company to Safety Operating Systems, L.L.C.
4. Target shall adopt a new operating agreement in the form previously presented to the authorized members for approval.
5. All the members of SOS shall immediately become the authorized members of Target and have their membership interests in SOS converted to a membership interests in Target in the same percentage ownership interests.

Agreement and Plan of Merger

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6. SOS has the power and authority under New Jersey law to enter into this Agreement and to perform its obligations under this Agreement and has obtained the unanimous approval of all of its members.

7. Target has the power and authority under Florida law to enter into this Agreement and to perform its obligations under this Agreement and has obtained the unanimous approval of all of its members.

8. The execution and delivery of this Agreement by each party does not, and the performance of the obligations required by this Agreement shall not, conflict with or result in the violation of the respective Articles of Organization of either party hereto.

9. The execution and delivery of this Agreement does not and the performance of the obligations required by this Agreement shall not conflict with or result in the violation of or default under or accelerate the performance required by or result in a right of termination, cancelation or acceleration of any obligation or the loss of material benefits under, or result in the creation of a lien or other encumbrance on the assets of either party under the terms, conditions or provisions of any loan or credit agreement, mortgage, lease, license or other agreement to which either SOS or Target is a party.

10. The execution and delivery of this Agreement does not and the performance of the obligations required by this Agreement shall not violate any judgment, order, decree, ordinance, rule, regulation or other law applicable to SOS or Target.

11. All indebtedness, liabilities, or obligations, respectively, of SOS and Target have been fully and completely disclosed each to the other.

12. SOS has timely filed all tax returns that are required to be filed and has withheld or paid all taxes required to be withheld and paid, except for 2014 taxes which will be filed in 2015. There are no pending tax deficiencies proposed, asserted or assessed.

13. Target has no current obligation for taxes having elected to have its existence become effective January 1, 2015.

14. All pending contracts of SOS have been disclosed to Target and shall be merged into Target and accrue to the benefit of Target from and after the effective date of the Merger. Target shall be liable for the performance of all terms and conditions of such contracts, including to pay any amounts which may be due under the contracts or perform such services as are required to be performed by SOS in all such contracts.

15. Any and all employees of SOS shall become employees of Target. There are no existing employee benefit plans.

Agreement and Plan of Merger

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16. All leases of SOS for office space and tangible personal property are current and suitable for the purpose that it is presently being used and for all reasonably anticipated requirements of the business.
17. SOS has good and clean title to all tangible personal property that it owns and such property is free and clear of all liens and encumbrances.
18. All licenses and permits of SOS are sufficient to permit SOS to operate its business and are valid in full force and effect and shall be assigned to Target in so far as such licenses and permits are assignable.
19. All insurance policies insuring SOS are of the type and for the coverage customarily purchased by companies in similar businesses and are in full force and effect.
20. The books of account and other financial records of SOS are complete and accurate and correctly in all material respects and fairly reflect their transactions and dispositions of assets.
21. Target has no assets, insurance policies, pending contracts, licenses, permits, books of account or other business attributes except for the Florida Department of State filing status as a Florida limited liability company.
22. This Agreement constitutes the entire understanding and agreement of the parties with respect to the transactions contemplated by this Agreement and supersedes any prior written or oral agreements or understanding.

In Witness Whereof this Agreement is hereby executed on behalf Target SOS, LLC and Safety Operating Systems, L.L.C. on the day and date set forth below the name of each signatory hereto. This Agreement shall become effective upon the date the last signatory signs.

Witnesses:

Karen J. Prewatt
Print name: Karen J. Prewatt

Nora Ann Lees
Print name: Nora Ann Lees

Target SOS, LLC,
a Florida limited liability company
by: [Signature]
John Cox, an authorized Member

Date: Dec 17, 2014

Agreement and Plan of Merger

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Vicki Berger
Print name: Vicki Berger

Kim Lucas
Print name: Kim Lucas

Safety Operating Systems, L.L.C.,
a New Jersey limited liability company
By: [Signature]
George Reenstra, an authorized Member

Date: 12-22, 2014

This Agreement is joined by and consented to by all the members of Target SOS, LLC
and of Safety Operating Systems, L.L.C.:

[Signature]
Jonathon Parker
Date: , 2014

[Signature]
George Reenstra
Date: 12-22, 2014

[Signature]
John Cox
Date: 12-17, 2014

Jonathan Parker