

I ALBRITTON

BOND SCHOENECK & KING

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June 15, 2015

FEDEX OVERNIGHT MAIL

Department of State
Division of Corporations
Irene Albritton, Regulatory Specialist II
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: *Day - Southwest Florida, LLC - L15000090042*

Dear Sir/Madam:

In response to your letter dated June 4, 2015 (copy enclosed), enclosed are the original Articles of Merger with accompanying Plan of Merger; you already have our check for \$50.00 for the filing fee respecting Day – Southwest Florida, LLC. Thank you.

Very truly yours,

BOND SCHOENECK & KING, PLLC



James D. Dati
Attorney/Member

JDD/nw
Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 4, 2015

BOND SCHOENECK & KING
% JAMES D. DATI
4001 TAMiami TRAIL NORTH - STE. 250
NAPLES, FL 34103-3555

SUBJECT: DAY - SOUTHWEST FLORIDA, LLC
Ref. Number: L15000090042

We have received your document for DAY - SOUTHWEST FLORIDA, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The merger must comply with Florida Statutes 605.1025, please see the enclosed form.

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.

Irene Albritton
Regulatory Specialist II

Letter Number: 915A00011716

**ARTICLES OF MERGER
OF
DLI LIMITED LIABILITY COMPANY,
a Massachusetts limited liability company
INTO
DAY – SOUTHWEST FLORIDA, LLC,
a Florida limited liability company**

FILED
SECRETARY OF STATE
DIVISION OF CORPORATE
2015 JUN 16 PM 1:17

**UNDER SECTION 605.1025 OF
THE FLORIDA REVISED LIMITED LIABILITY COMPANY ACT**

The undersigned, being the members and manager of DLI LIMITED LIABILITY COMPANY, a Massachusetts limited liability company, and, DAY – SOUTHWEST FLORIDA, LLC, a Florida limited liability company, state that:

1. The name, federal identification number, date and jurisdiction of formation or organization, form/entity type and office location of the **"Merging Entity"** involved in the merger is:

Name	Address	Federal EIN	Date and Jurisdiction	Jurisdiction ID #; Form
DLI Limited Liability Company	26 Meeting House Hill Rd. W. Newbury, MA 01985-0000	04-3519992	05-17-1999 Massachusetts	000659750 Limited Liability Company

2. The name, federal identification number, date and jurisdiction of formation or organization, form/entity type and office location of the **"Surviving Entity"** involved in the merger is:

Name	Address	Federal EIN	Date and Jurisdiction	Jurisdiction ID #; Form
Day – Southwest Florida, LLC	3829 Wax Myrtle Run Naples, FL 34112	04-3519992 ¹	05/ <u>21</u> /2015 Florida	<u>L15000090042</u> Limited Liability Company

¹ For tax purposes, the Merger shall be classified as a merger under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.


3. The Plan of Merger is attached to these Articles of Merger (the “Plan of Merger”), and meets the requirements of Section 605.1022 of the Florida Revised Limited Liability Company Act (the “Florida LLC Act”).
4. The Plan of Merger is permitted under the laws of all applicable jurisdictions and is not prohibited by any agreements or articles of organization of the Merging Entity or the Surviving Entity.
5. The Plan of Merger was approved by the Surviving Entity in accordance with Florida LLC Act Sections 605.1021 - 605.1026.
6. The Plan of Merger meets the requirements of, and was approved in accordance with, the laws of the Commonwealth of Massachusetts, the jurisdiction of the Merging Entity.
7. The merger was approved by each member of the Surviving Entity who as a result of the merger will have interest holder liability under Florida LLC Act Section 605.1023(1)(b).
8. The Surviving Entity agrees to pay any members with appraisal rights the amount to which members are entitled under Florida LLC Act Sections 605.1006 and 605.1061 - 605.1072.
9. The Merging Entity hereby appoints the Florida Secretary of State as its agent for substitute service of process in accordance with Florida LLC Act Section 605.0117, in any proceeding to enforce any obligation or rights of any dissenting members of each party to the merger
10. The merger shall be effective upon the filing of these Articles of Merger with the Department of State of Florida.
11. The undersigned certify that the statements contained herein are true and correct, and that the persons signing are authorized to execute the Articles of Merger under the provisions of the Florida Revised Limited Liability Company Act, the Massachusetts Limited Liability Company Act, or other law applicable to and governing the Merging Entity and/or the Surviving Entity, as applicable.

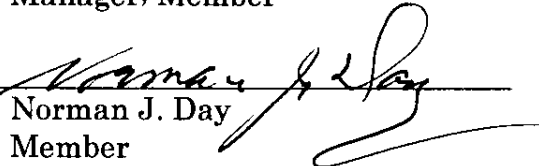
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IN WITNESS WHEREOF, the undersigned Merging Entity and Surviving Entity have executed these Articles of Merger on May 21, 2015.

MERGING ENTITY:


DLI Limited Liability Company,
a Massachusetts limited liability
company

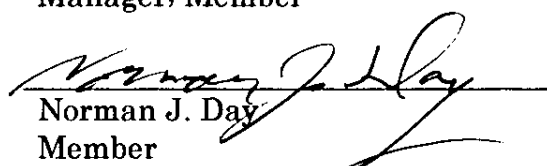

Linda T. Day
Manager; Member


Norman J. Day
Member

SURVIVING ENTITY:

DAY - SOUTHWEST FLORIDA, LLC
a Florida limited liability
company


Linda T. Day
Manager; Member


Norman J. Day
Member

DLI LIMITED LIABILITY COMPANY,
a Massachusetts limited liability company

DAY – SOUTHWEST FLORIDA, LLC,
a Florida limited liability company

AGREEMENT AND PLAN OF MERGER

This AGREEMENT AND PLAN OF MERGER (this “**Agreement**”), dated this May 21, 2015, is entered into between DLI LIMITED LIABILITY COMPANY, a Massachusetts limited liability company (“**DLI LLC - MA**”), and DAY – SOUTHWEST FLORIDA, LLC, a Florida limited liability company (“**DLI LLC - FL**”), pursuant to Section 59 *et seq.* of the Massachusetts Limited Liability Company Act (the “**MA-LLC Act**”), and Section 605.1021 *et. seq.* of the Florida Revised Limited Liability Company Act (the “**FL-LLC Act**”).

RECITALS

- A. The members of DLI LLC - MA are the same members of DLI LLC - FL (the “**Members**”) and such members own the same percentage interest in each such entity;
- B. Both parties are classified as partnerships for federal income tax purposes;
- C. The Members desire to merge DLI LLC - MA into DLI LLC - FL (the “**Merger**”) pursuant to the terms set forth below;
- D. The parties desire that for tax purposes the Merger be a Merger under Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended (the “**Code**”); and
- E. Section 59 *et. seq.* of the MA-LLC Act, and Section 605.1021 *et. seq.* of the FL-LLC Act authorize the Merger.

NOW, THEREFORE, the constituent entities, parties to this Agreement, in consideration of the mutual covenants, agreements and provisions hereinafter contained do hereby prescribe the terms and conditions of the Merger and mode of carrying the same into effect as follows:

- 1. Incorporation of Recitals. The parties hereby incorporate the above recitals as if they were set forth in full herein.
- 2. Merger. DLI LLC - MA hereby merges into DLI LLC - FL, which shall be the surviving entity.
- 3. Articles of Organization, DLI LLC - FL. The Articles of Organization of DLI LLC - FL, as in effect on the date of the Merger, shall continue in full force and effect as the Articles of Organization of DLI LLC - FL after the Merger.
- 4. Converting Membership Interests, DLI LLC - FL. All of the Members’ membership interests in DLI LLC - MA existing on the effective date of the Merger, and all rights in respect thereof, shall forthwith be changed and converted into membership interests in DLI LLC - FL on

a one for one basis. After the Merger, NORMAN J. DAY shall have a 1% membership interest and LINDA T. DAY shall have a 99% membership interest in DLI LLC - FL.

5. Terms and Conditions. The terms and conditions of the Merger are as follows:

5.1 Surrender of DLI LLC - MA Membership Interest. All of the Members shall surrender their DLI LLC - MA membership interests in exchange for equivalent membership interests in DLI LLC - FL.

5.2 Operating Agreement of DLI LLC - FL. The Operating Agreement of DLI LLC - FL to be entered into by the Members shall be the Operating Agreement of DLI LLC - FL until the same shall be altered, amended or repealed as provided therein.

5.3 Effective Date of the Merger. The Merger shall become effective upon filing with the Secretary of the Commonwealth of Massachusetts and the Florida Department of State of the Certificate of Merger and Cancellation of DLI LLC - MA into DLI LLC - FL, and the Articles of Merger of DLI LLC - MA into DLI LLC - FL, respectively..

5.4 Transfer of Property, Rights and Privileges. Upon the Merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of DLI LLC - MA shall be transferred to, vested in and devolve upon DLI LLC - FL without further act or deed, and all property, rights, and every other interest of DLI LLC - MA shall be the property of DLI LLC - FL. DLI LLC - MA hereby agrees from time to time, as and when requested by DLI LLC - FL or by its successors or assignees, to execute and deliver or cause to be executed and delivered, all such deeds and instruments and to take or cause to be taken such further or other action as DLI LLC - FL may deem necessary or desirable in order to (1) vest in and confirm to DLI LLC - FL title to and possession of any property of DLI LLC - MA, and (2) carry out the intent and purposes of this Agreement.

5.5 Service of Process. DLI LLC - FL may be served with process in the State of Florida in any proceeding for enforcement of any obligation of DLI LLC - MA as well as for enforcement of any obligation of DLI LLC - FL arising from the Merger; and it does hereby irrevocably appoint the Secretary of State of the State of Florida as its agent to accept service of process in any such suit or other proceeding. The principle business address of DLI LLC - FL to which a copy of such process shall be mailed by the Secretary of State of the State of Florida is 3829 Wax Myrtle Run, Naples, FL 34112 until DLI LLC - FL shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

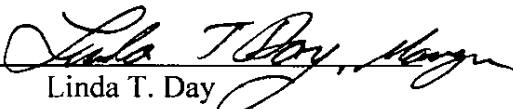
5.6 Designation of Secretary of State. The Secretary of State of the State of Florida has been designated as the agent of DLI LLC - FL upon whom process against it may be served. The post office address to which the Secretary of State of the State of Florida shall mail a copy of any process against DLI LLC - FL served upon him or her is 3829 Wax Myrtle Run, Naples, FL 34112 until DLI LLC - FL shall have hereafter designated in writing to the said Secretary of State a different address for such purpose.

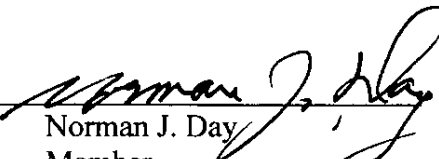
5.7 Classification of the Merger. For tax purposes, the Merger shall be classified as a merger under Section 368(a)(1)(F) of the Code.

6. Termination and Amendment. Notwithstanding anything contained in this Agreement to the contrary, this Agreement may be terminated and abandoned by either party at any time prior to the date of filing the Certificate of Merger and Cancellation with the Secretary of the Commonwealth of Massachusetts or the Articles of Merger with the Florida Department of State. This Agreement may be amended by the unanimous agreement of the parties at any time prior to the date of filing the Certificate of Merger and Cancellation with the Secretary of the Commonwealth of Massachusetts or the Articles of Merger with the Florida Department of State, provided that an amendment made subsequent to the adoption of this Agreement by the parties shall not alter or change any term of the Articles of Organization of DLI LLC - FL to be effected by the Merger.

IN WITNESS WHEREOF, pursuant to the approval and authority duly given by resolutions adopted by all of the Members of DLI LLC - MA and DLI LLC - FL, the parties to this Agreement and Plan of Merger have caused this Agreement to be executed by the Members on the date first set forth above.

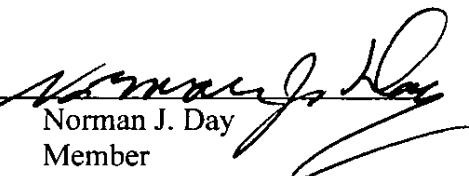
DLI LIMITED LIABILITY COMPANY, a
Massachusetts limited liability company

By: 
Linda T. Day
Manager; Member

By: 
Norman J. Day
Member

DAY - SOUTHWEST FLORIDA, LLC, a
Florida limited liability company

By: 
Linda T. Day
Manager; Member

By: 
Norman J. Day
Member