

L15000166158

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

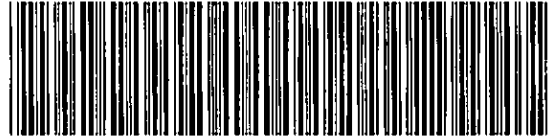
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

Special Instructions to Filing Officer:

Office Use Only



100293669931

07/26/18--01018--004 \*\*50.00

*Morgan*

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
18 JUL 25 PM 4:06



Rupen R. Fofaria, Esq.  
Attorney at Law  
919.321.5207  
rupen@fofirm.com

July 19, 2018

Ms. Diane Kushing  
Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

FILED  
SECRETARY OF CORPORATIONS  
DIVISION OF CORPORATIONS  
18 JUL 25 PM 4: 04

**Re:** Merger of Dragonfly Pond Works, LLC and subsequent foreign qualification

Dear Ms. Kushing:

You spoke with my associate, Luke Perry, on Monday, July 16. Once upon a time, my client, Dragonfly Pond Works, LLC, had separate LLC's in each of North Carolina and Florida. We filed Articles of Merger at the beginning of this year (for an effective date of January 1, 2018) which merged the Florida LLC *into* the North Carolina LLC.

Subsequently, with no FL LLC anymore, we filed an Application by Foreign Limited Liability Company for Authorization to Transact Business in Florida. Somehow, the merger has not been entered and when the Registration Section considered our Foreign LLC application it saw that there was still a FL LLC with the Dragonfly Pond Works, LLC name and rejected our filing.

I am enclosing our initial Articles of Merger as well as our Foreign LLC application. Per your conversation with Mr. Perry, can you please enter the Merger into the system and request that Ms. Nanette (in qualifications, I believe) enter the Foreign LLC application? Time is of the essence as my client is bidding on projects and we also want to ensure our tax documents in Florida are updated accordingly.

Your system should reflect that all filing fees have already been paid and accepted.

Best Regards,

---

Rupen R. Fofaria  
The FOFARIA Firm, PLLC

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** DRAGONFLY POND WORKS, 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:

RUPEN R. FOFARIA

\_\_\_\_\_  
Contact Person

THE FOFARIA FIRM, PLLC

\_\_\_\_\_  
Firm/Company

555 FAYETTEVILLE STREET, SUITE 300

\_\_\_\_\_  
Address

RALEIGH, NC 27601

\_\_\_\_\_  
City, State and Zip Code

rupen@fofirm.com

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

For further information concerning this matter, please call:

Rupen R. Fofaria at ( 919 ) 321-5207  
\_\_\_\_\_  
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

CR2E080 (2/14)

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
10 JUL 25 PM 4:04

**Articles of Merger  
For  
Florida Limited Liability Company**

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>
DRAGONFLY POND WORKS, LLC	FLORIDA	LLC - L15 - 166158
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
DRAGONFLY POND WORKS, LLC	NORTH CAROLINA	LLC
_____	_____	_____

**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)

- ☐ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ 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 limited 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:

Mickael Ribault

PO Box 1089

Apex, NC 27502-1089

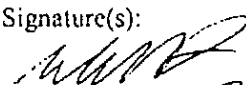
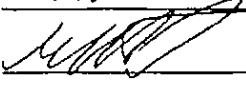
**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**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:

JANUARY 1, 2018

**Note:** If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

**SEVENTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Dragonfly Pond Works, LLC (FL)		Mickael Ribault, Manager
Dragonfly Pond Works, LLC (NC)		Mickael Ribault, Manager

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

<b><u>Fees:</u></b>	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	<b><u>Certified Copy (optional):</u></b>	\$30.00