

# L15000177206

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(Requestor's Name)

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(Address)

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(City/State/Zip/Phone #)

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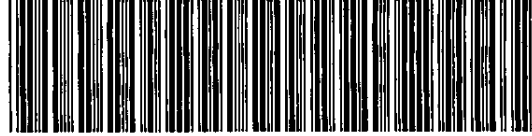
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

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DIVISION OF CORPORATIONS  
15 OCT 30 AM 10:43

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C LEWIS

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** KMH INSURANCE SERVICES, 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:

JOE A. CATARINEAU, JD, CPA

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

JOE A. CATARINEAU, PA

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

91750 OVERSEAS HIGHWAY

\_\_\_\_\_  
Address

TAVERNIER, FL 33070

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

JOE@TAXCATCPA.COM

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

For further information concerning this matter, please call:

JOE A. CATARINEAU at ( 305 ) 852-4833

\_\_\_\_\_  
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>
KMH INSURANCE SERVICES, LLC	NEW YORK	LLC
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
L15000177206 KMH INSURANCE SERVICES, LLC	FLORIDA	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:

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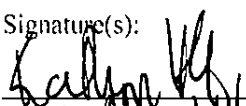
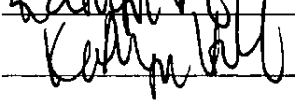
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**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**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:

**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:
KMH INSURANCE SERVICES, LLC (NY)		KATHRYN HOFF
KMH INSURANCE SERVICES, LLC (FL)		KATHRYN HOFF

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

**AGREEMENT AND PLAN OF MERGER**

15 OCT 30 AM 10:44

This Agreement and Plan of Merger is made and entered into as of the 26 day of October, 2015, by and between **KMH INSURANCE SERVICES, LLC**, a New York limited liability company ("KMH-NY"), and **KMH INSURANCE SERVICES, LLC**, a Florida limited liability company ("KMH-FL").

**W I T N E S S E T H:**

**WHEREAS**, KMH-NY and KMH-FL desire to merge upon the terms and subject to the conditions of this Agreement; and

**WHEREAS**, the sole Member of KMH-NY and KMH-FL is Kathryn Hoff of Tavernier, Florida.

**ARTICLE I**

**THE TERMS OF THE MERGER; EFFECTIVE DATE.**

1.1 The Terms and Conditions of the Merger. KMH-NY and KMH-FL, as the constituent limited liability companies, shall merge and are hereby merged together into a single limited liability company, with KMH-FL as the surviving limited liability company, and the separate existence of KMH-NY shall thereupon cease.

1.2 Effective Date. The parties shall cause Articles of Merger and/or Certificates of Merger meeting the requirements of law to be properly executed and filed in the State of New York and State of Florida.

**ARTICLE II**

**ARTICLES OF ORGANIZATION OF KMH-FL AS THE SURVIVING LIMITED LIABILITY COMPANY.**

2.1 Articles of Organization. The Articles of Organization of KMH-FL as they exist on the Effective Date shall be the Articles of Organization of KMH-FL as the surviving limited liability company following the Effective Date, until and unless duly amended in accordance with its terms and applicable law.

**ARTICLE III**

**CONVERSION OF MEMBERSHIP INTERESTS IN THE MERGER.**

The membership interests of KMH-NY as it existed immediately prior to the Effective Date shall be canceled, retired, and shall cease to exist. The sole Member of KMH-FL shall own one hundred (100%) percent of the membership interests of the merged and surviving limited liability company.

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**ARTICLE IV**

**ASSETS AND LIABILITIES.**

At and after the Effective Date, KMH-FL shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of KMH-NY; all debts due to KMH-NY shall be vested in KMH-FL; all claims, demands, property, rights, privileges, powers and franchises and every other interest of KMH-NY shall be as effectively the property of KMH-FL; the title to any real estate vested by deed or otherwise in KMH-NY shall not revert or be in any way impaired by reason of the Merger, but shall be vested in KMH-FL; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Date; all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to KMH-FL and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it. No deed shall be required to vest any real property of KMH-NY in KMH-FL. This Plan of Merger shall fully vest the rights to any said real property in KMH-FL without any further or additional action on the part of KMH-NY and/or KMH-FL.

**ARTICLE V**

**MISCELLANEOUS**

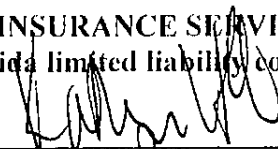
This Agreement and Plan of Merger constitutes a Plan of Reorganization intended to qualify under Internal Revenue Code Section 368(a)(1)(A) to be carried out in the manner, on the terms and subject to the conditions herein set forth.

**IN WITNESS WHEREOF**, this Agreement and Plan of Merger has been duly executed and delivered by or on behalf of each of the parties hereto as of the date first above written.

**KMH INSURANCE SERVICES, LLC**  
a New York limited liability company

By:   
Name: Kathryn Hoff  
Title: Sole Member/Sole Manager

**KMH INSURANCE SERVICES, LLC**  
a Florida limited liability company

By:   
Name: Kathryn Hoff  
Title: Sole Member/Sole Manager