

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

(((H16000159523 3)))



H160001595233ABC%

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : JOHNSON, POPE, BOKOR, RUPPEL & BURNS, LLP.
Account Number : 076666002140
Phone : (727) 461-1818
Fax Number : (727) 441-8617

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

MERGER OR SHARE EXCHANGE
LOKEY HOLDINGS, LLC

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$60.00

RECEIVED
16 JUN 30 PM 4:56
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
16 JUN 30 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

JUL 05 2016

D CONNELL

FILED
16 JUN 30 PM 2:32
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER
of
LOKEY HOLDINGS
a Nevada corporation
into
LOKEY HOLDINGS, LLC
a Florida limited liability company**

The following Articles of Merger is submitted to merge the following Florida limited liability company in accordance with Section 605.1025, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each *merging* party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LOKEY HOLDINGS 27758 US 19 North Clearwater, FL 33761	Nevada	Corporation

Nevada Entity Number: E0465402006-9
Date of Formation: June 21, 2006

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the *surviving* party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LOKEY HOLDINGS, LLC 27758 US Highway 19 North Clearwater, FL 33761	Florida	Limited Liability Company

Florida Document Number: L16000059613
Date of Formation: March 25, 2016

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance 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. 605.102.(1)(b).

Prepared by:

Nicholas J. Grimaudo, Esquire
Johnson, Pope, Bokor, Ruppel & Burns, LLP
911 Chestnut Street
Clearwater, Florida 33756
(727) 461-1818
Bar No. 71893

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

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, Florida Statutes.

SIXTH: The merger shall become effective as of the date the Articles of Merger is filed with Florida Department of State.

SEVENTH: SIGNATURE(S) FOR EACH PARTY:

LOKEY HOLDINGS
a Nevada corporation

By: _____

Paul Lokey, President

LOKEY HOLDINGS, LLC
a Florida limited liability company

By: _____

Paul Lokey, Manager

3511784_1

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section 605.1023, Florida Statutes and Section 92A.200 Nevada Revised Statutes.

FIRST: The exact name and jurisdiction of each *merging* party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LOKEY HOLDINGS f/k/a Lokey Insurance, Inc.	Nevada	Corporation

SECOND: The exact name and jurisdiction of the *surviving* party is as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LOKEY HOLDINGS, LLC	Florida	limited liability company

THIRD: The terms and conditions of the merger are as follows:

The merging party shall merge with and into the surviving party. The separate existence of the merging party shall cease. All properties, franchises and rights belonging to the merging party, by virtue of the merger and without further act or deed, shall be deemed to be vested in the surviving party, which shall thenceforth be responsible for all the liabilities and obligations of such corporation. The parties intend that the merger shall constitute a transaction of the type described in Section 368(a)(1)(F) of the Internal Revenue Code of 1986, as amended.

FOURTH: The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each party having an ownership interest in the *merging* party shall exchange his, her or its ownership interest in such *merging* party for an equal percentage of ownership interest in the *surviving* party. No cash or other property shall be exchanged in such merger, except as provided in the prior sentence.

FIFTH: The Effective Date of this Plan of Merger shall be the date that all parties to the merger have approved this Plan of Merger.

IN WITNESS WHEREOF, the undersigned entities have executed this Plan of Merger as of the date indicated.

LOKEY HOLDINGS,
a Nevada corporation

By: 

Paul Lokey, President

Date: 6/30/16

LOKEY HOLDINGS, LLC,
a Florida limited liability company

By: 

Paul Lokey, Manager

Date: 6/30/16

3511784_1