

08/07/2018 16:39

FAX 845 818 3588

P.001/008

Division of Corporations

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Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

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

From: Account Name : VCORP SERVICES, LLC  
Account Number : 120080000067  
Phone : (845) 425-0077  
Fax Number : (845) 818-3588

**\*\*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  
SPECIALIZED LIFTRUCK SERVICES, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	08
Estimated Charge	\$50.00

☆☆ ATTENTION: DIANE C. CUSHING ☆☆

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

18 AUG - 7 AM 9:57

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DIVISION OF CORPORATIONS

## COVER LETTER

TO: Amendment Section  
Division of Corporations

SUBJECT: Specialized Lifttruck 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:

Michael Switzer

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

Specialized Lifttruck Services, LLC

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

6901 Allico Road

\_\_\_\_\_  
Address

Ft Myers FL 33912

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

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

For further information concerning this matter, please call:

Michael Switzer

at ( 630 ) 235-4805

\_\_\_\_\_  
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)

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
19 AUG -7 AM 9:51

**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>
Specialized Litruck Services, LLC	Illinois	limited liability company
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
Specialized Litruck Services, LLC	Florida	limited liability company
_____	_____	_____

L16-117472

**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).

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OFFICE OF CORPORATIONS  
18 AUG -7 AM 9:59

**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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**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, P.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:
Specialized Lifttruck Services, LLC ( Illinois )		Martin Flaska
Specialized Lifttruck Services, LLC, (Florida)		Martin Flaska

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

**AGREEMENT AND PLAN OF MERGER  
BETWEEN  
SPECIALIZED LIFTRUCK SERVICES, LLC  
(AN ILLINOIS LIMITED LIABILITY COMPANY)  
AND  
SPECIALIZED LIFTRUCK SERVICES, LLC  
(A FLORIDA LIMITED LIABILITY COMPANY)**

This Agreement and Plan of Merger between Specialized Liftruck Services, LLC, an Illinois limited liability company ("Specialized Liftruck Services, LLC - IL") and Specialized Liftruck Services, LLC, a Florida limited liability company ("Specialized Liftruck Services, LLC - FL") is dated as of this 31<sup>st</sup> day of July, 2018.

**WITNESSETH that:**

**WHEREAS**, Specialized Liftruck Services, LLC - IL is a limited liability company organized and existing under the laws of the State of Illinois, its Articles of Organization having been filed in the Office of the Illinois Secretary of State on November 9, 2009; and

**WHEREAS**, Specialized Liftruck Services, LLC - FL is a limited liability company organized and existing under the laws of the State of Florida, its Articles of Organization for Florida Limited Liability Company having been filed in the Office of the Florida Secretary of State on June 21, 2016; and

**WHEREAS**, the Members of each of the constituent limited liability companies deem it advisable that Specialized Liftruck Services, LLC - IL be merged into Specialized Liftruck Services, LLC - FL on the terms and conditions hereinafter set forth, in accordance with the terms of Section 37-20 of the Illinois Limited Liability Company Act and Section 605.1022-605.1026 of the Florida Revised Limited Liability Company Act, and have duly approved this Agreement.

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

**ARTICLE ONE**

Pursuant to the provisions of the laws of the states of Illinois and Florida, Specialized Liftruck Services, LLC - IL hereby merges itself into Specialized Liftruck Services, LLC - FL which shall be the surviving limited liability company.

**ARTICLE TWO**

The Articles of Organization for Florida Limited Liability Company of Specialized Liftruck Services, LLC - FL, as is in effect on the date of the merger provided for in this Agreement, shall continue in full force and effect as the Articles of Organization for Florida

Limited Liability Company of the limited liability company surviving this merger.

### ARTICLE THREE

The authorized membership interests of each constituent limited liability company which is a party to the merger is as follows:

(a) There is one class of membership interests of Specialized Litruck Services, LLC – IL now issued and outstanding and are held by its members in certain percentages. The number of classes of membership interests and the percentages owned by the members are not subject to change prior to the effective date of the merger.

(b) There is one class of membership interests of Specialized Litruck Services, LLC – FL now issued and outstanding and are held by its members in certain percentages. The number of classes of membership interests and the percentages owned by the members are not subject to change prior to the effective date of the merger.

(c) All of the members of Specialized Litruck Services, LLC – IL are all of the members of Specialized Litruck Services, LLC – FL and each respective member owns the same percentage interest in Specialized Litruck Services LLC – IL as such member owns in Specialized Litruck Services, LLC – FL.

### ARTICLE FOUR

The manner of converting the outstanding membership interests of Specialized Litruck Services, LLC – IL, the merging limited liability company, into membership interests of Specialized Litruck Services, LLC – FL, the surviving limited liability company, shall be as follows:

(a) The membership interests of Specialized Litruck Services, LLC – FL issued and outstanding immediately prior to the effective date of this Agreement, shall retain the status of an authorized and issued membership interest of the limited liability company surviving this merger.

(b) The membership interests of Specialized Litruck Services, LLC – IL issued and outstanding immediately prior to the effective date of this Agreement shall be automatically cancelled and cease to exist and no consideration or payment shall be delivered in exchange therefor or in respect thereto.

(c) Accordingly, the same members who owned all of the issued and outstanding membership interests of both Specialized Litruck Services, LLC – IL and Specialized Litruck Services, LLC – FL prior to the merger, shall own all of the outstanding membership interests of Specialized Litruck Services, LLC – FL, as the limited liability company surviving the merger and in the same percentage ownership as the members owned in each limited liability company prior to the merger.

## ARTICLE FIVE

The terms and conditions of the merger are as follows:

(a) The operating agreement of Specialized Litruck Services, LLC – FL as it shall exist on the effective date of this Agreement shall be and remain the operating agreement of the surviving limited liability company until the same shall be altered, amended and repealed as therein provided.

(b) The managers of Specialized Litruck Services, LLC – FL shall continue in office until their successors shall have been elected and qualified in accordance with the terms of the operating agreement.

(c) This merger shall become effective upon filing with the Secretary of State of Florida and the Secretary of State of Illinois.

(d) Upon the merger becoming effective, all the property, rights, privileges, franchises, patents, trademarks, licenses, registrations and other assets of every kind and description of the merged limited liability company shall be transferred to, vested in and devolve upon the surviving limited liability company without further act or deed and all property, rights, and every other interest of the limited liability company and the merged limited liability company shall be as effectively the property of the surviving limited liability company as they were of the surviving limited liability company and the merged limited liability company respectively. The merged limited liability company hereby agrees from time to time, as and when requested by the surviving limited liability company or by its successors or assigns, 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 the surviving limited liability company may deem to be necessary or desirable in order to vest in and confirm to the surviving limited liability company title to and possession of any property of the merged limited liability company acquired or to be acquired by reason of or as a result of the merger herein provided for and otherwise to carry out the intent and purposes hereof and the proper managers of the merged limited liability company and the proper managers of the surviving limited liability company are fully authorized in the name of the merged limited liability company on or otherwise to take any and all such action.

\*\*\*\*

IN WITNESS WHEREOF, the parties to this Agreement and Plan of Merger, pursuant to the approval and authority duly given by resolutions unanimously adopted by their respective Members have caused these presents to be executed by the Managers of Specialized Litruck Services, LLC, an Illinois limited liability company and the Managers of Specialized Litruck Services, LLC, a Florida limited liability company as the respective act, deed and agreement of said limited liability companies as of the date first written above.

SPECIALIZED LITRUCK SERVICES, LLC  
An Illinois limited liability company

By: 

Martin Flaska, Manager

By: 

Michael Swieter, Manager

SPECIALIZED LITRUCK SERVICES, LLC  
a Florida limited liability company

By: 

Martin Flaska, Manager

By: 

Michael Swieter, Manager

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