

L17000135590

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

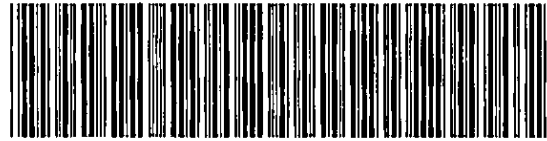
(Business Entity Name)

(Document Number)

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JUL 17 2017  
17 JUL 17 AM 10:20

*Merger*

JUL 20 2017

D CUSHING

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** WAXY O'CONNOR'S LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

AMY J. GALLOWAY

Contact Person

AMY J. GALLOWAY, P.A.

Firm/Company

3020 NE 32ND AVENUE, SUITE 226

Address

FORT LAUDERDALE, FL 33308

City, State and Zip Code

AMYJGALLOWAY@GMAIL.COM

amyjgalloway@gmail.com

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

For further information concerning this matter, please call:

AMY GALLOWAY

at (954) 315-4887

Name of Contact Person

Area Code and Daytime Telephone Number

☒ Certified Copy (optional) \$8.75

**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

FILED  
STATE  
DIVISION OF CORPORATIONS  
17 JUL 17 11:10:20

17 JUL 15 11:00 AM '03

Articles of Merger  
For  
Florida Profit or Non-Profit Corporation  
Into  
Other Business Entity

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109, 617.0302 or 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>
WAXY O'CONNOR'S INC.	FLORIDA	CORPORATION - 996-96560

**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>
WAXY O'CONNOR'S LLC	FLORIDA	LIMITED LIABILITY COMPANY / 417-135590

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 605, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the 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:

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**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.

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

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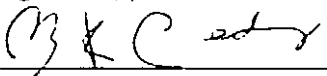
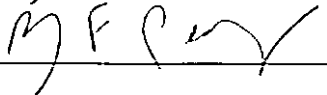
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**SEVENTH:** If the surviving party is an out-of-state entity, the surviving entity:

a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
WAXY O'CONNORS, INC.		MARK ROHLER
WAXY O'CONNORS, LLC		MARK ROHLER

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 a member or authorized representative

**Fees:** \$35.00 Per Party

**Certified Copy (optional):** \$8.75

## PLAN OF MERGER

**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>
WAXY O'CONNOR'S INC.	FLORIDA	CORPORATION

**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>
WAXY O'CONNOR'S LLC	FLORIDA	LIM. LIABILITY COMPANY

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

Waxy O'Connor's, Inc. seeks to merge into Waxy O'Connor's LLC, for purposes of operating as a limited ~~li~~

liability company organized under the laws of the state of Florida.

The effective date for the merger shall be the date of filing the Articles of Merger with the Secretary of State. The ownership of the surviving entity shall remain unchanged and the surviving entity shall continue to operate under the trade name Waxy O'Connor's and has full authority to do so from the merging entity.

*(Attach additional sheet if necessary)*

**FOURTH:**

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

All shares issued and outstanding of the merged entity shall be redeemed  
and held by the surviving entity. The surviving entity shall there-  
after as directed by the Manager and with the approval of the Member issue  
Interests equal to Eightly Percent of the authorized and outstanding Interests  
to Mark Rohleder in consideraton for his ownership interest in the merged  
entity and his capital account in the surviving entity will be valued at an  
amount equal to the book value of the merged entity at the time of said merger.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

Not applicable.

*(Attach additional sheet if necessary)*

**FIFTH:** If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

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*(Attach additional sheet if necessary)*

**SIXTH:** If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Manager: Mark Rohleder	1905 SE 17th Street Causeway, Ft. Lauderdale, FL 33316
Manager: Conarr Neesen	1905 SE 17th Street Causeway, Ft. Lauderdale, FL 33316

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*(Attach additional sheet if necessary)*



**SEVENTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

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*(Attach additional sheet if necessary)*

**EIGHTH:** Other provision, if any, relating to the merger are as follows:

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*(Attach additional sheet if necessary)*