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(Requestor's Name)

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(City/State/Zip/Phone #)

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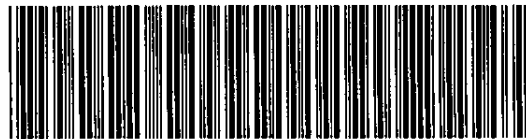
(Business Entity Name)

(Document Number)

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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T. LEMIEUX

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Kimron Enterprises, 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:

George M. Johnson, Attorney

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

George M. Johnson, P.C.

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

215 High Lea Rd.

\_\_\_\_\_  
Address

Brentwood, TN 37027

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

george@johnsontnlaw.com

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

For further information concerning this matter, please call:

George M. Johnson at ( 615 ) 373-2054

\_\_\_\_\_  
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**

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>
Kimron Enterprises, LLC	Tennessee	limited liability company
Kimron Enterprises, LLC	Florida	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>
Kimron Enterprises, LLC	Florida	limited liability company

**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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TALLAHASSEE, FLORIDA

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**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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

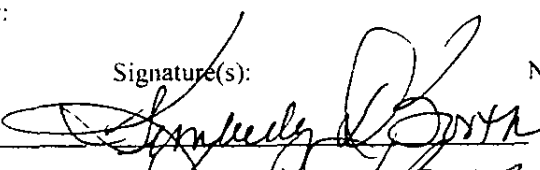
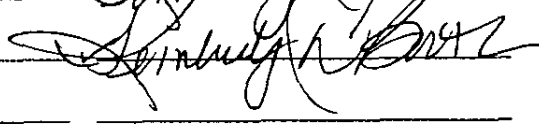
**FIFTH:** This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

**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:

September 1, 2017

**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:
Kimron Enterprises, LLC		Kimberly D. Booth
Kimron Enterprises, LLC		Kimberly D. Booth
_____	_____	_____
_____	_____	_____

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

**PLAN OF MERGER**  
**OF**  
**KIMRON ENTERPRISES, LLC (A Tennessee LLC)**  
**INTO**  
**KIMRON ENTERPRISES, LLC (A Florida LLC)**

Pursuant to the provisions of the Tennessee Revised Limited Liability Company Act, Tennessee Code Annotated §48-249-701 et seq. and the provisions of the Florida Revised Limited Liability Company Act, Florida Code Annotated §605.1021 et seq., the undersigned Tennessee limited liability company and the surviving Florida limited liability company set forth this Plan of Merger and state as follows:

1. The names of the limited liability companies ("LLC's") planning to merge are Kimron Enterprises, LLC which is a Tennessee LLC, organized on May 12, 2009, Tennessee Secretary of State Control No. 602248 and Kimron Enterprises, LLC, which is a Florida LLC organized on August 2, 2017, Florida Secretary of State Document No. L17000165497.

2. The merger is permitted by the laws of Tennessee and Florida, and Kimron Enterprises, LLC, the Tennessee LLC and Kimron Enterprises, LLC, the Florida LLC have each complied with those laws and each LLC's Articles of Organization in effecting the merger.

3. The name of the surviving LLC shall be Kimron Enterprises, LLC, the Florida LLC, which shall be governed by the laws of Florida.

4. Membership interests in Kimron Enterprises, LLC, the Florida LLC will be issued in connection with the merger in the same percentages to the same Members as in Kimron Enterprises, LLC, the Tennessee LLC; which LLC will be merged out of existence.

5. The terms and conditions of the merger are:

The members of Kimron Enterprises, LLC (Tennessee) will receive 100% of the membership interests in Kimron Enterprises, LLC (Florida survivor) in exchange for all of its assets and liabilities being transferred to Kimron Enterprises, LLC (Florida), including the Federal EIN, being 80-0405643, as well as all its assets and liabilities. Thereafter, the Tennessee LLC will cease its existence and the Florida LLC will continue the existence of the Tennessee LLC pursuant to the merger.

6. The manner and basis of converting shares of each LLC into Kimron

Enterprises, LLC (Florida) are as follows:

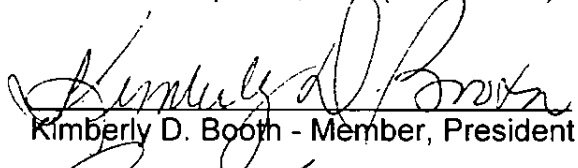
100% of the membership interests of the Tennessee LLC will be granted to the members of the Florida LLC, pro rata. (There are two members of the Tennessee LLC and they shall be the sole members of the Florida LLC.)

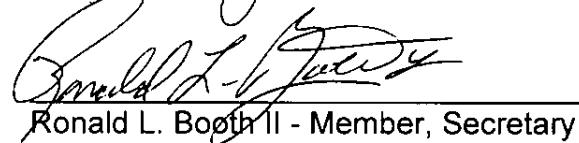
7. With the merger of the undersigned LLC's, all interests of Kimron Enterprises, LLC (Tennessee) shall thereupon be canceled and extinguished in all respects.

8. Upon the merger, Kimron Enterprises, LLC, the surviving Florida LLC, shall assume the assets, contracts, obligations, federal EIN and liabilities of every nature of Kimron Enterprises, LLC (Tennessee) and shall thereupon and thereafter possess all rights, privileges, immunities, assets, property, debts, liabilities and choses in action of the merging LLC's, without the necessity of any other formal documentation, except as may be required by law.

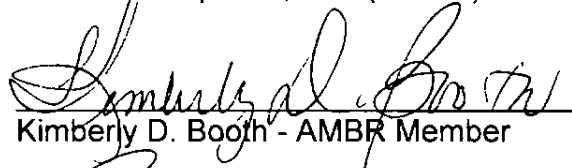
**WITNESSETH**, this the 4<sup>th</sup> day of August 2017.

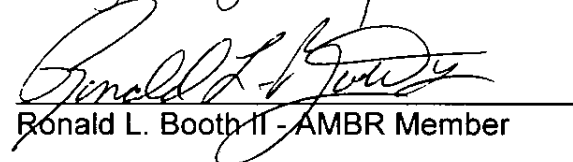
Kimron Enterprises, LLC (Tennessee):

  
Kimberly D. Booth - Member, President

  
Ronald L. Booth II - Member, Secretary

Kimron Enterprises, LLC (Florida):

  
Kimberly D. Booth - AMBR Member

  
Ronald L. Booth II - AMBR Member

# George M. Johnson, P.C.

Attorney-at-Law

215 High Lea Rd.  
Brentwood, TN 37027

August 18, 2017

(615) 373-2054  
Fax (615) 373-3342  
george@johnsontnlaw.com

Florida Dept. of State  
Division of Corporations  
Amendment Section  
Clifton Bldg.  
2661 Executive Center Circle  
Tallahassee, FL 32301

*Delivery via FedEx*

In re: Mergers

Dear Sir or Madam:

Enclosed please find documents reflecting the merger of 3 separate Tennessee entities into 3 separate Florida entities.

For your recording I enclose cover letters, Articles of Merger and Plans of Merger for each of the entities as follows:

1. Kimron Enterprises, LLC (TN) is merging into Kimron Enterprises, LLC (FL)
2. BB Leasing, Inc. (TN) is merging into BB Leasing – FL, Inc. (FL)
3. BBC Enterprise, Inc. (TN) is merging into Stage of Grace Enterprises, Inc.

Also enclosed is one check in the amount of \$237.50 to cover the following costs:

1. Kimron Enterprises, LLC: \$25 each LLC & \$30.00 certified copy = **\$80.00**
2. BB Leasing – FL, Inc.: \$35 each corp. & \$8.75 certified copy = **\$78.75**
3. Stage of Grace Enterprises, Inc.: \$35 each corp. & \$8.75 certified copy = **\$78.75**

Should you have any questions please do not hesitate to contact me.

Sincerely,



SHARON PETTY  
Paralegal to George M. Johnson, Esq.