

LIB000292188

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

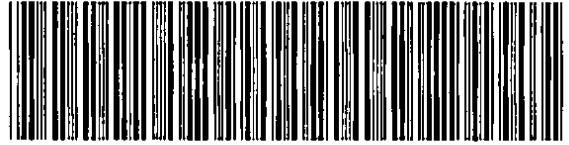
Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

3/4
MAR

Office Use Only



000323892560

01/30/18--01003--028 **80.00

FILED
2019 MAR -4 PM 4:35
TALLAHASSEE, FL

J. PRATCHER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Equipment Protection Solutions, 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:

S. Adam Scharff, Esq.

Contact Person

Royston, Mueller, McLean & Reid, LLP

Firm/Company

102 W. Pennsylvania Avenue, Suite 600

Address

Towson, Maryland 21204

City, State and Zip Code

cbaldwin@cps.us.com.com

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

For further information concerning this matter, please call:

S. Adam Scharff

at (410) 823-1800

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)

ROYSTON

ROYSTON, MUELLER, McLEAN & REID, LLP

S. Adam Scharff, Esquire
ascharff@rmmr.com

The Royston Building
Suite 600
102 West Pennsylvania Avenue
Towson, Maryland 21204-4575

Tel: 410.823.1800
Fax: 410.828.7850
www.rmmr.com

February 26, 2019

Via Certified Mail

Department of State
Division of Corporations
Corporate Filings
P.O. Box 6327
Tallahassee, Florida 32314

Re: Equipment Protection Solutions, LLC
Document Number L18000292188

Dear Sir or Madam:

On January 22, 2019, documents were submitted to the Florida Division of Corporations concerning the merger of two (2) limited liability companies. In particular, EPS, LLC, a Maryland limited liability company, is being merged with Equipment Protection Solutions, LLC, a Florida limited liability company. The Florida entity is the surviving entity.

I received a letter from the Florida Division of Corporations dated February 9, 2019, stating that the Annual Report must first be filed for Equipment Protection Solutions, LLC in order for the Articles of Merger to be filed. The Annual Report was filed on February 25, 2019.

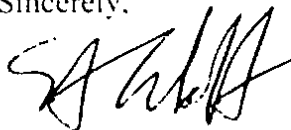
Enclosed, please find the following documents to accomplish the above-referenced merger:

- 1) Florida Division of Corporations form Cover Letter;
- 2) Articles of Merger;
- 3) A copy of the Florida Division of Corporations February 9, 2019 letter; and
- 4) A copy of the Annual Report filed on February 25, 2019.

A check in the amount of Eighty Dollars (\$80.00) was submitted with the January 22, 2019 filing and remains with the Florida Division of Corporations. Thus, no additional payment is enclosed.

If you have any questions, please contact me. Thank you for your attention to this matter.

Sincerely,



S. Adam Scharff

Enclosures

cc: Mr. Charles Baldwin (via email w/encls.)

S:\ESTATES\RGB\CLIENTS\Baldwin, Charles & Marjorie\LLC Relocation\EPS\LLC to FL Division of Corporations re-filing Articles.docx



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 9, 2019

S. ADAM SCHARFF, ESQ
ROYSTON, MUELLER, MCLEAN & REID LLP
102 W. PENNSYLVANIA AVENUE., SUITE 600
TOWSON, MD 21204

SUBJECT: EQUIPMENT PROTECTION SOLUTIONS, LLC
Ref. Number: L18000292188

We have received your document for EQUIPMENT PROTECTION SOLUTIONS, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6900.

Stacy Prather
Regulatory Specialist III

Letter Number: 319A00002815

RECEIVED

MAR 04 2019

ARTICLES OF MERGER
BETWEEN
EPS, LLC,
A MARYLAND LIMITED LIABILITY COMPANY,
AND
Equipment Protection Solutions, LLC, 118-292188
A FLORIDA LIMITED LIABILITY COMPANY

FILED
2019 MAR -4 PM 4:35
TALLAHASSEE, FL

THESE ARTICLES OF MERGER (these "Articles") dated as of December 26, 2018, pursuant to Section 4A-703 of the Corporations and Associations Article of the Annotated Code of Maryland, as amended, are entered into by and between the companies named in Articles SECOND and THIRD below, which are hereinafter collectively referred to as the "Constituent Companies".

FIRST: Each of the Constituent Companies has agreed to effect a merger, and the terms and conditions of the merger, the manner of carrying the same into effect, shall be as set forth herein and in a Plan of Merger entered into by the Constituent Corporations on December 26, 2018 (the "Plan of Merger").

SECOND: Equipment Protection Solutions, LLC (the "Surviving Company"), a Florida limited liability company, shall be the surviving Company. The Surviving Company was organized on December 20, 2018 under the laws of the State of Florida. The Surviving Company is authorized to issue one (1) class of membership interest. The Surviving Company is not registered or qualified to do business in Maryland.

THIRD: EPS, LLC (the "Merged Company"), a Maryland limited liability company, shall be the merged Company. The Merged Company was organized on July 29, 2009 under the laws of the State of Maryland. The Merged Company is authorized to issue one (1) class of membership interest.

FOURTH: The Merged Company's principal office in this State is located at 509 South Exeter Street, Suite 500, Baltimore, Maryland 21202.

FIFTH: The location of the principal office of the Surviving Company in the place where it is organized is located in Polk County, Florida at 2300 North Scenic Highway, #100, Lake Wales, Florida 33898. The name and address of the resident agent of the Surviving Company in Florida is Charles G. Baldwin, at 2300 North Scenic Highway, #100, Lake Wales, Florida 33898.

SIXTH: The Constituent Companies do not own any real property in the State of Maryland.

SEVENTH: The merger does not amend the organizational documents of the Surviving Company.

EIGHTH: The terms and conditions of the merger, the mode of carrying the same into effect, and the manner and basis of converting or exchanging the membership interest of the Constituent Companies, is as follows:

A one percent (1%) interest in the Merged Company, as it exists immediately prior to the merger, shall become a one percent (1%) interest in the Surviving Company on the effective date of the merger.

NINTH: The terms and conditions of the transaction set forth in these Articles and in the Plan of Merger were advised, authorized, and approved by the Constituent Companies in the manner and by the vote required by their respective Charters and the laws of the State of Maryland and the State of Florida, as the case may be. The manner of approval was as follows:

(A) On December 26, 2018, by unanimous written consent, the Members of the Surviving Company approved the merger of the Merged Company into the Surviving Company.

(B) On December 26, 2018, by unanimous written consent, the Members of the Merged Company approved the merger of the Merged Company into the Surviving Company.

TENTH: The Surviving Company has agreed to pay to any members with appraisal rights the amount which such members are entitled to under the Florida Limited Liability Company Act.

ELEVENTH: The merger of the Merged Company into the Surviving Company shall become effective at the time of filing these Articles, at which time the separate existence of the Merged Company shall cease.

[Space Intentionally Blank -- Signatures Appear on the Following Page]

IN WITNESS WHEREOF, the Authorized Person of each of the Constituent Companies has caused these Articles of Merger to be signed in its name and on its behalf by its Authorized Person, and witnessed, on December 26, 2018. The Authorized Person of each of the Constituent Companies acknowledges these Articles of Merger to be the act and deed of Surviving Company and the Merged Company, respectively, on whose behalf the Authorized Person has executed these Articles of Merger and, under the penalties of perjury, certifies that the matters and facts set forth herein are true in all material respects to the best of that person's knowledge, information and belief.

WITNESS:

EPS, LLC.

a Maryland limited liability company:

Charles G. Baldwin
Print Name:

By: Charles G. Baldwin (SEAL.)
Name: Charles G. Baldwin
Title: Authorized Person

Equipment Protection Solutions, LLC.
a Florida limited liability company:

Charles G. Baldwin
Print Name:

By: Charles G. Baldwin (SEAL.)
Name: Charles G. Baldwin
Title: Authorized Person

FILED
2019 MAR -4 PM 4:36
STATE OF FLORIDA
TALLAHASSEE, FL