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☐ PICK-UP

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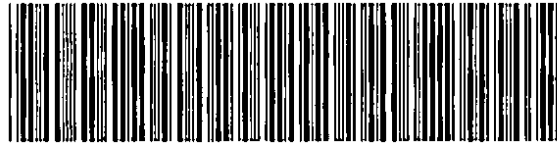
(Business Entity Name)

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

November 9, 2020

PHILLIP J. MARTIN
MERLINE & MEACHAM, PA
PO BOX 10796
GREENVILLE, SC 29601

SUBJECT: GARDEN SUDS LLC
Ref. Number: L19000110613

We have received your document and check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

THERE MUST BE A SIGNATURE FOR EACH PARTY INVOLVED. PLEASE RESUBMIT.

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) 245-6050.

Susan Tallent
Regulatory Specialist II

Letter Number: 420A00022389

MERLINE & MEACHAM

PROFESSIONAL ASSOCIATION

ATTORNEYS AT LAW

DAVID A. MERLINE, JR. *+
KEITH G. MEACHAM *+
ROBERT E. AUGUST *+
MARIE MONROE
DOUGLAS B. O'NEAL *+
W. VERNE MCGOUGH, JR. *+
J. AARON NELSON, JR. +▲
ANDREW D. MERLINE
PHILLIP J. MARTIN
JONATHAN R. COLAO

812 EAST NORTH STREET
POST OFFICE BOX 10796
GREENVILLE, SOUTH CAROLINA 29603

TELEPHONE 864-242-4080
TELEFAX 864-242-5758
WWW.MERLINEANDMEACHAM.COM

* CERTIFIED SPECIALIST – TAXATION LAW

+ CERTIFIED SPECIALIST – ESTATE
PLANNING & PROBATE LAW

▲ OF COUNSEL

DAVID A. MERLINE, Founder
1934-2015

September 25, 2020

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

CERTIFIED MAIL/
RETURN RECEIPT REQUESTED

Re: Garden Suds LLC

Dear Sir or Madam:

Enclosed please find for filing the following documents for the above referenced LLC:

1. Cover Letter;
2. Articles of Merger;
3. Plan Merger; and
4. Check in the amount of \$50.00 for the filing fee.

Please let me know if you have any questions or need any additional information.

Sincerely yours,



Phillip J. Martin

PJM/ank
Enclosures

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Garden Suds 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:

Phillip J. Martin

Contact Person

Merline & Meacham, PA

Firm/Company

PO Box 10796

Address

Greenville, SC 29601

City, State and Zip Code

pmartin@merlineandmeacham.com

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

For further information concerning this matter, please call:

Phillip J. Martin

at (864) 242-4080

Name of Contact Person

Area Code

Daytime Telephone Number

☐ Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Lifton Building
661 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>
Garden Suds LLC	Florida	LLC L19000110613
Garden Suds LLC	South Carolina	LLC

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>
<u>Garden Suds LLC</u>	South Carolina	LLC

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).

2021 JUN -3 PM 5:14

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:

120 Quiet Creek Court

Simpsonville, SC 29681

ETH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under 505.1006 and 605.1061-605.1072, F.S.

TH: 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:

II: 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.

ENTH: Signature(s) for Each Party:

Name of Entity/Organization:

Arden Suds LLC (FL)

Arden Suds LLC (SC)

Signature(s):

April Santacroce

April Santacroce

Typed or Printed
Name of Individual:

April Santacroce

April Santacroce

Signatures:

Chairman, Vice Chairman, President or Officer
(If no directors selected, signature of incorporator.)

Limited Partnerships:

Signature of a general partner or authorized person

Limited Partnerships:

Signatures of all general partners

Florida Limited Partnerships:

Signature of a general partner

Liability Companies:

Signature of an authorized person

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

Certified Copy (optional):

\$30.00

PLAN OF MERGER
OF
GARDEN SUDS LLC

(1) Garden Suds LLC ("FL LLC"), a Florida limited liability company, will be merged with Garden Suds LLC ("SC LLC"), a South Carolina limited liability company.

(2) FL LLC is organized under the laws of the State of Florida.

(3) SC LLC is organized under the laws of the State of South Carolina.

(4) The terms, conditions, manner and basis for merging the interests in FL LLC with the membership interests in SC LLC are as follows:

(a) FL LLC and SC LLC shall be merged together pursuant to the laws of the State of South Carolina and the State of Florida.

(b) The merger shall be effective August 27, 2020.

(c) Because the sole member of FL LLC and is also the sole member of SC LLC and the merger is for administrative purposes only, the sole member of Garden Suds LLC will own the same percentage interest in the merged company as such member previously owned in both companies prior to the merger.

(d) The member will not receive cash or any other property in the merger.

(e) As the within-described merger is for administrative purposes only and no other changes are being made to Garden Suds LLC, Garden Suds LLC shall retain its employer identification number.

(5) The street address of the principal place of business of Garden Suds LLC shall be:

120 Quiet Creek Court
Simpsonville, SC 29681

(6) On the effective date of the merger, the sole Member shall execute a new operating agreement for Garden Suds LLC.

(7) The undersigned are all of the members of FL LLC and SC LLC, and by their signatures below said members indicate their unanimous consent to the adoption of this Plan of Merger and the merger contemplated herein.

This Plan of Merger was duly approved the 27th day of August, 2020.

GARDEN SUDS LLC (a Florida limited liability company)

By: April Santacroce
April Santacroce, Sole Member

GARDEN SUDS LLC (a South Carolina limited liability company)

By: April Santacroce
April Santacroce, Sole Member

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* CERTIFIED SPECIALIST - TAXATION LAW

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PLANNING & PROBATE LAW

▲ OF COUNSEL

DAVID A. MERLINE, Founder
1934-2015

December 31, 2020

Amendment Section
Division of Corporations
PO Box 6327
Tallahassee, FL 32314

Re: Merger of Garden Suds LLC (FL) into Garden Suds LLC (S.C.)

Dear Sir or Madam:

This letter is in response to the Florida Department of State's letter dated November 9, 2020, a copy of which is enclosed. Also enclosed please find corrected Articles of Merger and the Plan of Merger for the above-referenced merger. It is my understanding that the Florida Department of State retained the filing fee previously submitted. Please let me know if this is incorrect or if you need any additional information to file the enclosed documents.

Sincerely yours,



Phillip J. Martin

PJM/wvm
Enclosures