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(Requestor's Name)

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(City/State/Zip/Phone #)

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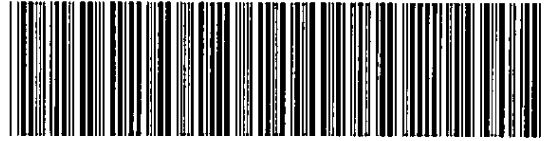
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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C. GOLDEN

OCT - 5 2019

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Skistad Consulting 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:

Nadine Hope Goodman, Esquire

Contact Person

sklawyers, pllc

Firm/Company

3208 Chiquita Blvd., Suite 208

Address

Cape Coral, FL 33914

City, State and Zip Code

ahmelie@skistadconsulting.com

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

For further information concerning this matter, please call:

Nadine Hope Goodman, Esquire

239

772-1993

at ()

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

sklawyers, pllc

ATTORNEYS AT LAW

Karyn Krause Cumberland
Melissa M. Zani +^o
Deborah M. Bailin +
Sheliah M. Kaufold +
Keri A. Welch +
Theodore R. Whittenburg +
Wesley T. Mathieu Lic FL Only

Bronwyn Asplund-Walsh
Caroline A. Epperson +
Nadine H. Goodman Lic FL Only
Mae C. Bradshaw, Of Counsel +^o

September 13, 2019

Florida Department of State
Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Skistad Consulting, LLC, a Florida corporation (Surviving Party)
Merger of Minnesota LLC into Florida LLC

Dear Sir or Madam:

This law firm represents the owner of both Skistad Consulting, LLC, a Minnesota Limited Liability Company, and Skistad Consulting, LLC, a Florida Limited Liability Company. It is our client's desire to merge her Minnesota entity into the Florida entity. Enclosed for that purpose, please find the following:

1. A copy of the Agreement and Plan of Merger by and between Skistad Consulting, LLC, a Minnesota Limited Liability Company (hereinafter referred to as the "Merging Entity"), formed on January 21, 2014, and Skistad Consulting, LLC, a Florida Limited Liability Company (hereinafter referred to as the "Surviving Entity"), formed on June 25, 2019.
2. Articles of Merger for Florida Limited Liability Company; and Cover Letter to the Florida Department of State, Amendment Section, Division of Corporations.
3. Our check made payable to the Florida Department of State – Division of Corporations in the amount of \$80.00, representing your filing fee for each Limited Liability Company, plus \$30.00 for the certified copy of the filed Articles of Merger.

Please process the Merger of the Minnesota entity into the newly established Florida entity as soon as possible and provide us with confirmation that it has been done, including a certified copy of the filed Articles of Merger. A self-addressed stamped envelope is enclosed for your convenience in

Offices in Stratham, Hampton and Manchester, New Hampshire and Cape Coral, Florida

Reply to:
sklawyers, pllc
3208 Chiquita Blvd S#208
Cape Coral, Florida 33914
Tel: (239) 772-1993
ngoodman@sklawyers.net

Attorneys also licensed in:
+Massachusetts
°Maine
☐Florida

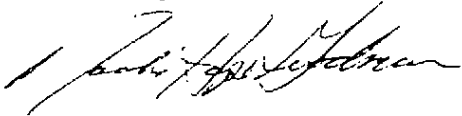
Letter to Florida Department of State – Division of Corporations
September 13, 2019
Page 2

returning to us your documentation certifying that the merger request has been processed and completed by your office.

Thank you for your attention to this matter. Should you have any questions or require anything further to process and complete the merger, please do not hesitate to contact us.

Very truly yours,

sklawyers, pllc

A handwritten signature in black ink, appearing to read "Nadine Hope Goodman", written in a cursive style.

Nadine Hope Goodman, Esquire

NHG/bg

Enclosures

cc: Ms. Ahmelie Skistad

Articles of Merger
For
Florida Limited Liability Company

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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> |
|------------------------|---------------------|---------------------------|
| Skistad Consulting LLC | Minnesota | 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> |
|------------------------|---------------------|---------------------------|
| Skistad Consulting 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).

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

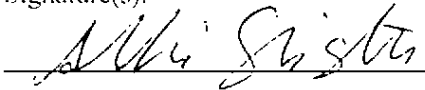
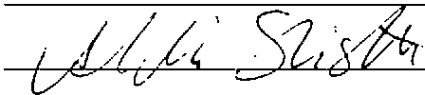
- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a 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:

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: |
|---|--|--------------------------------------|
| Skistad Consulting LLC, a Minnesota LLC |  | Ahmelie Ruth Skistad |
| Skistad Consulting LLC, a Florida LLC |  | Ahmelie Ruth Skistad |

| | |
|-----------------------------------|---|
| 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 |

| | | | | |
|---------------------|-------------------------------------|---------|--|---------|
| <u>Fees:</u> | 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

This Agreement and Plan of Merger (hereinafter referred to as the "Plan of Merger") is made this 11th day of August, 2019, by and between Skistad Consulting LLC, a Minnesota Limited Liability Company (hereinafter referred to as the "Merging Entity"), formed on January 21, 2014, and Skistad Consulting LLC, a Florida Limited Liability Company (hereinafter referred to as the "Surviving Entity"), formed on June 25, 2019.

WITNESSETH:

WHEREAS, the Merging Entity, Skistad Consulting LLC, a Minnesota Limited Liability Company, is a limited liability company duly organized, validly existing, and in good standing under the laws of the State of Minnesota, with one (1) member (the "Member") holding one hundred percent (100%) of the membership interests (the "Membership Interests"); and

WHEREAS, the Surviving Entity, Skistad Consulting LLC, a Florida Limited Liability Company, is a limited liability company duly organized, validly existing, and in good standing under the laws of the State of Florida, with one (1) member (the "Member") holding one hundred percent (100%) of the membership interests (the "Membership Interests"); and

WHEREAS, pursuant to the duly authorized actions by the Member of the Merging Entity and the Member of the Surviving Entity, the Merging Entity and the Surviving Entity have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with the laws of both the State of Minnesota and the laws of the State of Florida;

NOW, THEREFORE, in consideration of the mutual promises herein contained, the Merging Entity and the Surviving Entity hereby agree as follows:

1. **MERGER.** At the Effective Time (as herein defined), the Merging Entity shall be merged with and into the Surviving Entity upon the terms and conditions set forth in this Agreement.

2. **SURVIVING ENTITY.** At the Effective Time:

(a) The Surviving Entity shall be the surviving entity of the Merger and shall continue to exist as a limited liability company under and be governed by the laws of the State of Florida, with all of the rights and obligations as are provided by Florida law;

(b) The Merging Entity shall cease to exist, and its property shall become the property of the Surviving Entity as the surviving entity of the Merger; and

(c) Management of the Surviving Entity shall be vested in the Member of the Surviving Entity, whose principal address is: 4114 SW 22nd Court, Cape Coral, Florida 33914.

3. CHARTER DOCUMENTS. At the Effective Time:

(a) The Certificate of Organization of the Surviving Entity, as in effect immediately prior to the Effective Time, shall be the Certificate of Organization of the Surviving Entity; and

(b) The Limited Liability Company Operating Agreement (hereinafter referred to as the "Operating Agreement") of the Surviving Entity, as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Entity; and

(c) The member(s) of the Surviving Entity immediately prior to the Effective Time shall be the member(s) of the Surviving Entity, and the officers of the Surviving Entity immediately prior to the Effective Time shall be the officers of the Surviving Entity and shall retain such designation for the term provided by law or in the Operating Agreement of the Surviving Entity, or until his successor is elected and qualified.

4. MANNER AND BASIS OF CONVERTING INTERESTS. At the Effective Time, (a) all of the issued and outstanding membership interests of the Merging Entity and any rights to acquire membership interests or other securities or obligations of the Merging Entity shall be surrendered to the Surviving Entity and cancelled, and no membership interests of the Surviving Entity or cash or other property will be issued in exchange therefor or in respect thereof, and (b) all of the issued and outstanding membership interests of the Surviving Entity shall remain outstanding, and the current members of the Surviving Entity shall continue to own

the same number and type of membership interests of the Surviving Entity as such members owned prior to the Effective Time.

5. APPROVAL. The Merger contemplated by this Agreement has previously been submitted to and adopted and/or approved by the Member holding a 100% membership interest in the Merging Entity and by the Member holding a 100% membership interest in the Surviving Entity and by the existing officer(s) of both entities. The Member of the Merging Entity and the Member of the Surviving Entity shall be, and hereby is, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement (the "Merger Plan").

6. EFFECTIVE TIME OF MERGER. The Merger shall be effective at the time of filing of the Certificate of Merger with respect to the Merger with the Office of the Secretary of State of the State of Florida (hereinafter referred to as the "Effective Time").

7. MISCELLANEOUS.

(a) Governing Law. This Agreement shall be construed in accordance with the laws of the State of Florida.

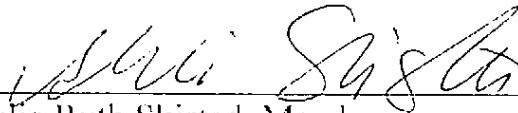
(b) No Third Party Beneficiaries. The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the Member of the Merging Entity and the members of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) Complete Agreement. This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed, or modified, except by a writing signed by the party to be charged by said amendment, change, or modification.

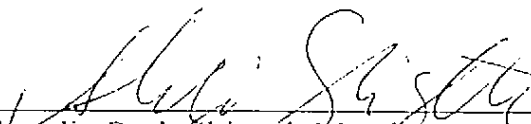
(d) Counterparts. This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one agreement.

IN WITNESS WHEREOF, the parties have executed this Agreement on the
11th day of August, 2019.

Skistad Consulting LLC, a Minnesota
Limited Liability Company

By: 
Ahmelie Ruth Skistad, Member
and Authorized Representative

Skistad Consulting LLC, a Florida
Limited Liability Company

By: 
Ahmelie Ruth Skistad, Member
and Authorized Representative