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**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** McGovern's Enterprise 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:

Thomas McGovern

Contact Person

McGovern's Enterprise LLC

Firm/Company

12483 67th Street

Address

West Palm Beach, FL 33412

City, State and Zip Code

warrant4@yahoo.com

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

For further information concerning this matter, please call:

Thomas McGovern at ( 561 ) 236-2995

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

**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>
Off Leash K9 San Diego LLC	CA	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>
McGovern's Enterprise LLC	FL	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).

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STATE  
SECRET PL

- ☒ 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:

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**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:
Off Leash K9 San Diego LLC		Thomas McGovern
McGovern's Enterprise LLC		Thomas McGovern

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

## **Merger Agreement**

THIS MERGER AGREEMENT ("Agreement") is made on June 04, 2021 by and between Off Leash K9 San Diego LLC, 40595 Heyerdahl Ave, Murrieta, California 92563, (the "Off Leash K9 San Diego"), and McGovern Enterprises LLC of 12483 67th Street N, West Palm Beach, Florida 33412, (the "McGovern Enterprises").

On completion of the merger, Off Leash K9 San Diego will be dissolved leaving McGovern Enterprises as the surviving business which will be known as McGovern Enterprises LLC after the merger is complete. The surviving business will be registered in the state of Florida.

### **RECITALS**

#### **Off Leash K9 San Diego Dissolving Entity**

Off Leash K9 San Diego is a LLC duly organized, validly existing, and in good standing under the laws of California.

#### **McGovern Enterprises Surviving Entity**

McGovern Enterprises is a LLC duly organized, validly existing, and in good standing under the laws of Florida.

#### **McGovern Enterprises LLC Final Entity**

McGovern Enterprises LLC is to be the surviving business entity, as that term is defined in the state statute, to the merger described in this agreement.

### **MERGER**

#### **Surviving Business Entity**

Subject to the terms and conditions of this Agreement, on the Effective Date mentioned above, Off Leash K9 San Diego shall be merged with and into surviving entity under the laws of the state of Florida. As a result of the Merger, the separate corporate existence of Off Leash K9 San Diego shall cease and the entity shall continue as the surviving business entity McGovern Enterprises LLC

#### **Certificate of Merger**

McGovern Enterprises shall file a certificate of merger with the Secretary of State, as required by the laws of the state of Florida. The certificate shall be signed and acknowledged by the required number of partners or members of all constituent entities. Certified copies of the certificate of merger shall be filed in the office of the recorder in all counties in which Off Leash K9 San Diego holds real property.

#### **Effective Date of Merger**

The merger shall be effective on the date of filing of the certificate of merger.

### **TERMS AND CONDITIONS**

#### **Negative Covenants**

Between the date of this Agreement and the date on which the merger becomes effective, each constituent entity will not:

- Except in the ordinary course of business and for adequate value, dispose of any of its assets.
- Enter into any contract or agreement obligating it for a period in excess of [F8Specify period] except in the ordinary course of business.
- Make any distributions to its shareholders.

#### **Further Assignments or Assurances**

if at any time McGovern Enterprises considers or is advised that any further assignments or assurances in law are necessary to vest or to perfect or to confirm of record in McGovern Enterprises the title to any property or rights of disappearing entity, or otherwise carry out the provisions of this Agreement, the entities agree that the managers of Off Leash K9 San Diego, as of the effective date of the merger, will execute and deliver all proper deeds, assignments, confirmations, and assurances in law, and do all acts that the surviving entity reasonably determines to be proper to vest, perfect, and confirm title to such property or rights in McGovern Enterprises, and otherwise carry out the provisions of this Agreement.

## **VALUATION OF ASSETS**

### **Assets of Off Leash K9 San Diego**

The partners or managers of Off Leash K9 San Diego agree that:

The present value of its tangible and intangible assets, including goodwill is \$38,577.00;

The fair market value of its unrealized receivables is \$0.00;

The fair market value of its inventory is \$0.00; and

The estimated amount of its liabilities is \$38,618.00.

### **Assets of McGovern Enterprises**

The partners or managers of McGovern Enterprises agree that:

The present value of its tangible and intangible assets, including goodwill, is \$43,470.00;

The fair market value of its unrealized receivables is \$0.00;

The fair market value of its inventory is \$0.00; and

The estimated amount of its liabilities is \$1,120.00.

## **Conversion**

(a) At the effective date of the merger, each interest in Off Leash K9 San Diego will be converted into 100 percent interest[s] of McGovern Enterprises LLC.

(b) No fractional interests of McGovern Enterprises LLC after merger will be issued to the holders of interests of Off Leash K9 San Diego. However, holders who would otherwise be entitled to receive a fraction of an interest of McGovern Enterprises LLC on the basis of the conversion provided for in this article will instead receive a cash payment equal to the value of that fraction, based on the market value of an interest of Off Leash K9 San Diego as of the effective date of the merger.

(c) Each interest of McGovern Enterprises will be converted into 100 percent interest[s] of the new surviving entity (McGovern Enterprises LLC) after merger.

(d) No fractional interests of McGovern Enterprises before merger will be issued to the holders of interests of the surviving entity after merger. However, holders who would otherwise be entitled to receive a fraction of an interest of McGovern Enterprises on the basis of the conversion provided for in this article will instead receive a cash payment equal to the value of that fraction, based on the market value of an interest of McGovern Enterprises as of the effective date of the merger.

## **Exchange**

If any interest of Off Leash K9 San Diego being exchanged in connection with this merger is evidenced by a certificate, each holder of that interest must surrender the certificate or certificates, properly endorsed, to the surviving entity or its transfer agent, and will receive in exchange a certificate or certificates representing the number of interests of the surviving entity into which the interests of Off Leash K9 San Diego have been converted.

## **MANAGEMENT OF SURVIVING ENTITY**

### **Management and Control**

The partners or managers of surviving entity have the sole and exclusive control of the business, subject to any limitations in the articles and operating agreement of the surviving entity.

### **Directors and Officers**

The initial Board of Directors of the Surviving Entity will consist of 1 Directors. Disappearing entity shall be entitled to nominate 1 members of the Board of Directors of the surviving entity.

## INTERPRETATION AND ENFORCEMENT

### Notices

Any notice, request, demand, or other communication required or permitted under this Agreement may be delivered in person, delivered by certified mail, return receipt requested, or delivered by facsimile transmission. Deliveries by certified mail or by facsimile transmission will be sent to the address of the respective party as first indicated above or as may be updated in the future in writing by either party.

### Counterpart Executions

This agreement may be executed in any number of counterparts, each of which shall be deemed an original.

### Partial Invalidity

If any term of this agreement is held by a court of competent jurisdiction to be void and unenforceable, the remainder of the contract terms shall remain in full force and effect

### Applicable Law

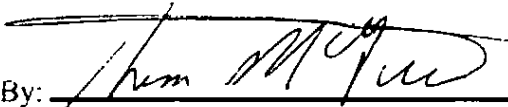
The validity, interpretation, and performance of this agreement shall be controlled by and construed under the laws of the State of Florida.

### Approvals

The office bearers and members of each constituent entity to this Merger Agreement have approved by the voting percentages required by the articles, operating agreement, and law the terms and conditions of this Agreement.

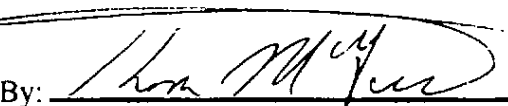
This Merger Agreement shall be signed by Thomas McGovern, Owner, on behalf of Off Leash K9 San Diego LLC and by Thomas McGovern, owner on behalf of McGovern Enterprises LLC.

Off Leash K9 San Diego LLC:

By:   
By Thomas McGovern, Owner

Date: June 2, 2021

McGovern Enterprises LLC:

By:   
By Thomas McGovern, owner

Date: June 2, 2021

# *State of Florida*

## *Department of State*

I certify from the records of this office that MCGOVERN'S ENTERPRISE LLC is a limited liability company organized under the laws of the State of Florida, filed on October 28, 2020.

The document number of this limited liability company is L20000343169.

I further certify that said limited liability company has paid all fees due this office through December 31, 2021, that its most recent annual report was filed on February 2, 2021, and that its status is active.

*Given under my hand and the  
Great Seal of the State of Florida  
at Tallahassee, the Capital, this  
the Third day of June, 2021*



*Randy Be*  
Secretary of State

Tracking Number: 9915157322CU

To authenticate this certificate, visit the following site, enter this number, and then follow the instructions displayed.

<https://services.sunbiz.org/Filings/CertificateOfStatus/CertificateAuthentication>