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COVER LETTER

6-25-2021

TO: Amendment Section
Division of Corporations

SUBJECT: Simply Perfect 2019, LLC
Name of Surviving Party

The enclosed ~~Certificate of Merger~~ and fee(s) are submitted for filing.
Articles of Merger - 2 sets - not

duplicate s

Please return all correspondence concerning this matter to:

Terri Woolfolk, Paralegal
Contact Person

Wyatt, Tarrant & Combs, LLP
Firm/Company

400 West Market Street, Suite 2000
Address

Louisville, Ky 40202
City, State and Zip Code

twolfolk@wyattfirm.com
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Terri Woolfolk at (502) 562-7580
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

The following Articles of Merger are submitted to merge the following Limited Liability Companies in accordance with Section 605.1025 of the Florida Revised Limited Liability Company Act (the "Florida Act"), and with Section 275.360 of the Kentucky Limited Liability Company Act (the "Kentucky Act").

FIRST: The legal name, entity type, and jurisdiction of formation or organization for each merging entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Simply Perfect 2019, LLC	Kentucky	LLC
Simply Perfect 2019, LLC	Florida	LLC

SECOND: The legal name, entity type, and jurisdiction of formation or organization for the surviving entity are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Simply Perfect 2019, LLC	Florida	LLC

THIRD: The plan of merger, providing for the merger of Simply Perfect 2019, LLC, a Kentucky limited liability company (the "Kentucky Entity"), with and into Simply Perfect 2019, LLC, a Florida limited liability company (the "Florida Entity"), is attached hereto as Exhibit A and incorporated herein by reference as if fully set forth verbatim herein.

FOURTH: The plan of merger was duly authorized and approved by each constituent business entity, as follows: by the Florida Entity in accordance with Sections 605.1021-605.1026 of the Florida Act, and by the Kentucky Entity in accordance with the laws of its jurisdiction of formation or organization, specifically Section 275.350 of the Kentucky Act, and by each member of such limited liability company who as a result of the merger will have interest holder liability under Section 605.1023(1)(b) of the Florida Act and Chapter 275 of the Kentucky Act.

FIFTH: The Florida Entity exists before the merger, is a domestic filing entity, and there is no amendment to its public organic record, including to the Florida Entity's articles of organization.

SIXTH: The Florida Entity has agreed to pay members with appraisal rights the amount to which members are entitled under Sections 605.1006 and 605.1061-605.1072 of the Florida Act and under Chapter 275 of the Kentucky Act.

SEVENTH: The effective date of the merger shall be at 5:00 p.m. Eastern Standard Time on June 30, 2021.

Service of Process in the Commonwealth of Kentucky:

As the Florida Entity is not a business entity organized under the laws of the Commonwealth of Kentucky, the Florida Entity agrees that it may be served with process in the Commonwealth of Kentucky in any proceeding for enforcement of any obligation of the Kentucky Entity as well as for enforcement of any obligation of the Florida Entity arising from the merger. The Florida Entity appoints the Kentucky Secretary of State as its agent for service of process in any such proceeding and requests that a copy of the process be mailed to the surviving entity to the following attention:

Simply Perfect 2019, LLC
2956 Bellflower Lane
Naples, Florida 34105
Attn: David R. Wilson

Service of Process in the State of Florida:

As the Florida Entity is a limited liability company organized under the laws of the State of Florida, its agent for service of process continues to be the registered agent of record with the Florida Secretary of State as follows:

Simply Perfect 2019, LLC
2956 Bellflower Lane
Naples, Florida 34105
Attn: David R. Wilson

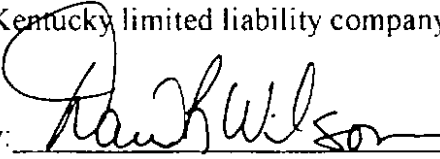
A facsimile, telecopy or other reproduction of these Articles of Merger may be executed by the parties (in counterparts or otherwise) and shall be considered valid, binding and effective for all purposes. These Articles of Merger may be executed in one or more separate counterparts, each of which, when so executed, shall be deemed to be an original. Such counterparts shall, together, constitute and shall be one and the same instrument.

[The remainder of this page intentionally left blank.]

COUNTERPART SIGNATURE PAGE TO
ARTICLES OF MERGER

IN WITNESS WHEREOF, the undersigned have caused these Articles of Merger to be executed
as of the effective date set forth above.

Simply Perfect 2019, LLC,
a Kentucky limited liability company

By: 
David R. Wilson, Member

Simply Perfect 2019, LLC,
a Florida limited liability company

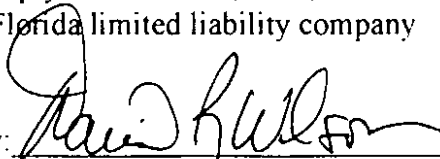
By: 
David R. Wilson, Member

Exhibit A

Plan of Merger

**AGREEMENT AND PLAN OF MERGER OF
SIMPLY PERFECT 2019, LLC,
A KENTUCKY LIMITED LIABILITY COMPANY
WITH AND INTO
SIMPLY PERFECT 2019, LLC,
A FLORIDA LIMITED LIABILITY COMPANY**

This AGREEMENT AND PLAN OF MERGER (the "**Plan**") is made and entered into as of June 30, 2021, by and between **SIMPLY PERFECT 2019, LLC**, a Kentucky limited liability company (the "**Kentucky Entity**"), and **SIMPLY PERFECT 2019, LLC**, a Florida limited liability company (the "**Florida Entity**").

WHEREAS, all of the Members of the Kentucky Entity and the Florida Entity have determined that it is advisable and in the best interest of the Kentucky Entity, the Florida Entity and the Members to enter into this Plan, pursuant to which the Kentucky Entity would be merged with and into the Florida Entity; and

WHEREAS, the Members have consented to, approved and adopted this Plan, and have authorized its execution.

NOW, THEREFORE, in consideration of the mutual covenants set forth herein and for other good and valuable consideration, the adequacy, receipt and sufficiency of which are hereby acknowledged, the undersigned hereby agree as follows:

**ARTICLE I
TERMS AND CONDITIONS OF MERGER**

1.1. **Entities Participating in the Merger.** The names of the merging entities are Simply Perfect 2019, LLC, a Kentucky limited liability company, and Simply Perfect 2019, LLC, a Florida limited liability company. The surviving entity will be Simply Perfect 2019, LLC, a Florida limited liability company. Limited liability shall be retained by the surviving entity.

1.2. **Merger.** Subject to the terms and conditions of this Plan, at the Effective Time (as defined below), the Kentucky Entity shall be merged with and into the Florida Entity in accordance with the Kentucky Limited Liability Company Act and the Florida Revised Limited Liability Company Act (the "**Act**") (the "**Merger**"). The effect of the Merger will be as provided in § 605.1026 of the Act.

1.3. **Approvals.** This Plan was duly authorized and approved by the Members of the Kentucky Entity and the Florida Entity in accordance with Kentucky law, Florida law and their respective organizational documents.

1.4. **Manner and Basis of Conversion of the Units of the Entities Participating in the Merger.**

(a) At the Effective Time of the Merger and by virtue thereof, without any action on the part of the Kentucky Entity or the Florida Entity, each Class A and Class B Unit of the Kentucky Entity issued and outstanding immediately prior to the Effective Time of the Merger shall be cancelled and cease to exist and no payment shall be made with respect thereto.

(b) At the Effective Time of the Merger and by virtue thereof, without any action on the part of the Kentucky Entity or the Florida Entity, each Class A and Class B Unit of the Florida Entity issued and outstanding immediately prior to the Effective Time of the Merger shall remain an outstanding and validly issued Unit of the Florida Entity, as the surviving entity, and shall not be converted into any other securities, cash or other property in the Merger.

1.5. **Surviving Entity.** The Florida Entity shall be the surviving entity resulting from the Merger and shall continue to be governed by the laws of the State of Florida. The separate existence and organization of the Kentucky Entity shall cease at the Effective Time.

1.6. **Effective Time.** The Merger shall become effective at 5:00 p.m. Eastern Standard Time on June 30, 2021 (the "**Effective Time**").

ARTICLE II GOVERNING DOCUMENTS

2.1. **Articles of Organization.** The Articles of Organization of the Florida Entity in effect immediately prior to the Effective Time of the Merger shall continue as the Articles of Organization of the Florida Entity, as the surviving entity, after the Effective Time of the Merger until otherwise amended.

2.2. **Operating Agreement.** The Operating Agreement of the Florida Entity in effect immediately prior to the Effective Time of the Merger shall continue as the Operating Agreement of the Florida Entity, as the surviving entity, after the Effective Time of the Merger until otherwise amended.

2.3. **Officers.** The officers of the Florida Entity immediately prior to the Effective Time of the Merger shall continue as the officers of the Florida Entity, the surviving entity, after the Effective Time of the Merger until otherwise changed.

ARTICLE III GENERAL PROVISIONS

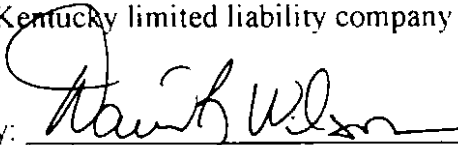
3.1. **Governing Law.** This Plan shall be governed by and construed in accordance with the laws of the State of Florida, without regard to its choice of law principles.

3.2. **Section Headings.** Section headings are used in this Plan for convenience only and are to be ignored in the construction of the terms of this Plan.

IN WITNESS WHEREOF, the parties hereto have executed this Plan as of the date first written above.

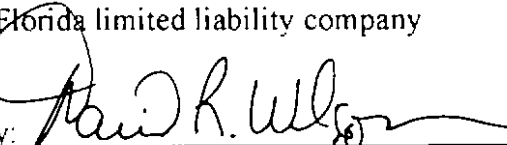
"Kentucky Entity"

SIMPLY PERFECT 2019, LLC
a Kentucky limited liability company

By: 
David R. Wilson, Member

"Florida Entity"

SIMPLY PERFECT 2019, LLC
a Florida limited liability company

By: 
David R. Wilson, Member