

L21000531136

Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE KLEENCO GROUP, LLC

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June 8, 2022

FLORIDA DEPARTMENT OF STATE
Division of Corporations

KLEENCO GROUP, LLC
1718 HAU ST
HONOLULU, HI 96819US

SUBJECT: KLEENCO GROUP, LLC
REF: L21000531136

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

THE MERGING PARTY TO THE MERGER IS 'ABM HAWAII HOLDINGS, LLC'. THE SURVIVING PARTY TO THE MERGER IS 'KLEENCO GROUP, LLC'. PLEASE CORRECT SECTION FIRST AND SECOND OF THE ARTICLES OF MERGER ACCORDINGLY. THE NAME CHANGE FOR THE SURVIVING CORPORATION SHOULD ONLY BE MENTIONED IN THE AGREEMENT, PLAN AND ARTICLES OF MERGER. THE NAME OF THE SURVIVOR WILL BE AMENDED WHEN THE MERGER IS FILED.

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.

Darlene Connell
Regulatory Specialist II Supervisor

FAX Aud. #: H22000194306
Letter Number: 722A00012878



June 6, 2022

FLORIDA DEPARTMENT OF STATE
Division of Corporations

KLEENCO GROUP, LLC
1718 HAU ST
HONOLULU, HI 96819US

SUBJECT: KLEENCO GROUP, LLC
REF: L21000531136

***PLEASE PROVIDE ORIGINAL
SUBMISSION DATE OF 6/3/22***

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

Please title the document. "Articles of Merger for Florida limited liability company". Please include our form Articles of Merger for a Florida liability company and attach the plan and agreement and articles of merger to it. There are a couple of paragraphs that we need in your agreement and plan of merger (the third and fifth paragraph on the merger form).

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) 245-6823.

Annette Ramsey
OPS

FAX Aud. #: H22000194306
Letter Number: 022A00012635

**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>
ABM HAWAII HOLDINGS, LLC	FLORIDA	LLC

119-238927

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>
KLEENCO GROUP, LLC	FLORIDA	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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TALLAHASSEE, FLORIDA

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:

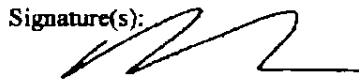
Name of Entity/Organization:

Signature(s):

Typed or Printed

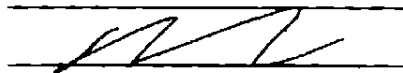
Name of Individual:

KLEENCO GROUP, LLC



BRYSON RAVER

ABM HAWAII HOLDINGS, LLC



BRYSON RAVER

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

Fees:	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, PLAN AND ARTICLES OF MERGER

THIS AGREEMENT, PLAN AND ARTICLES OF MERGER (this "**Plan**") dated May 31, 2022, by and between **KLEENCO GROUP, LLC**, a Florida limited liability company ("**Kleenco**"), having its principal place of business at 1718 Hau Street, Honolulu, Hawaii 96819, and **ABM HAWAII HOLDINGS, LLC**, a Florida limited liability company ("**ABM**"), having its principal place of business at 217 N. Howard Avenue, Suite 200, Tampa, Florida 33606, such companies being hereinafter collectively referred to as the "**Constituent Companies**."

WITNESSETH:

WHEREAS, Kleenco is a limited liability company duly organized and existing under the laws of the State of Florida, having been formed as a Hawaii corporation on June 22, 1990 and converted to a Florida limited liability company on December 21, 2021;

WHEREAS, ABM is a limited liability company duly organized and existing under the laws of the State of Florida, having been formed on September 20, 2019;

WHEREAS, the respective Class A Members and Board of Managers of Kleenco deem it advisable and in the best interests of the Constituent Companies that ABM be merged with and into Kleenco as the surviving company, and such Class A Members and Board of Managers have duly approved the execution, delivery and performance of this Plan; and

WHEREAS, the respective Class A Members and Board of Managers of ABM deem it advisable and in the best interests of the Constituent Companies that ABM be merged with and into Kleenco as the surviving company, and such Class A Members and Board of Managers have duly approved the execution, delivery and performance of this Plan.

NOW, THEREFORE, in consideration of the premises and the mutual covenants and agreements herein contained, the parties hereto have agreed and do hereby agree as follows:

1. **MERGER AND NAME OF SURVIVING COMPANY.** At the Effective Date, as hereinafter defined, ABM shall be merged with and into Kleenco which is hereby designated as the "**Surviving Company**." The Surviving Company's name shall be "**THE FACILITIES GROUP HAWAII, LLC**."

2. **TERMS AND CONDITIONS OF MERGER.** The terms and conditions of the merger are as follows:

(a) The Constituent Companies shall be a single company, which shall be The Facilities Group Hawaii, LLC, the company designated herein as the Surviving Company.

(b) The separate existence of ABM shall cease.

(c) The Surviving Company shall possess all the rights, privileges, powers and franchises, and be subject to all the restrictions, disabilities and duties of each Constituent Company. All of the rights, privileges, powers and franchises of each Constituent Company, and all property, real, personal, intellectual and mixed, and all debts due to either Constituent Company on whatever account, belonging to each Constituent Company shall be vested in the Surviving Company. All property, rights, privileges, powers and franchises, and all and every other interest shall be thereafter the property of the Surviving Company just as they were of the respective Constituent Companies. The title to any real estate vested by deed or otherwise in either Constituent Company shall not revert or be in any way impaired by reason of the merger. All rights of creditors and all liens upon any property of either Constituent Company shall be preserved unimpaired. All debts, liabilities and duties of the respective Constituent Company shall attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. Any action or proceeding pending by or against either Constituent Company shall be prosecuted as if the merger had not taken place, or the Surviving Company may be substituted in such action or proceeding.

(d) All acts, plans, policies, contracts, approvals and authorizations of ABM and its managers, officers and agents, which were valid and effective immediately prior to the Effective Date shall be taken for all purposes as the acts, plans, policies, contracts, approvals and authorizations of the Surviving Company and shall be as effective and binding thereon as the same were with respect to ABM.

(e) The assets, liabilities, reserves and accounts of each Constituent Company shall be recorded on the books of the Surviving Company at the amounts at which they, respectively, shall then be carried on the books of such Constituent Company subject to such adjustments as may be appropriate in giving effect to the merger.

(f) The Board of Managers and officers of Kleenco as of the Effective Date shall be the Board of Managers and officers of the Surviving Company.

3. TREATMENT OF UNITS.

(a) Each issued and outstanding Class A Unit of Kleenco at the Effective Date shall remain issued and outstanding without any action on the part of the holder thereof.

(b) Each issued and outstanding Class A Unit of ABM at the Effective Date shall be converted into 63,477.62 Class A Units of Kleenco, without any action on the part of the holder thereof.

(c) Each issued and outstanding Class B Unit of ABM at the Effective Date shall be converted into 63,477.62 Class A Units of Kleenco, without any action on the part of the holder thereof.

4. ARTICLES OF ORGANIZATION; OPERATING AGREEMENT. The Articles of Organization of Kleenco as existing and constituted immediately prior to the Effective Date

shall be and constitute the Articles of Organization of the Surviving Company except that Article I of such Articles of Organization shall be amended to provide that the name of the Surviving Company shall be The Facilities Group Hawaii, LLC. The Amended and Restated Operating Agreement of Kleenco as existing immediately prior to the Effective Date shall be amended and restated as of the Effective Date, and such Second Amended and Restated Operating Agreement shall constitute the Operating Agreement of the Surviving Company.

5. APPROVALS. This Plan was approved by each domestic merging entity, and the respective Board of Managers and Class A Members of each Constituent Company, on May 31, 2022 in accordance with the laws of the State of Florida. The votes were sufficient for approval.

6. APPRAISAL PAYMENT. The Surviving Company hereby agrees to pay any members of the Constituent Companies with appraisal rights the amount to which such members are entitled under the provisions of Chapter 605 of the Florida Statutes.

7. EFFECTIVE DATE. This Plan and the merger contemplated hereunder shall become effective upon the filing of this Plan with the Florida Secretary of State in accordance with the Florida Limited Liability Company Act. The date on which such merger shall become effective is herein called the "*Effective Date*."

8. OTHER PROVISIONS WITH RESPECT TO MERGER.

(a) This Plan may be terminated at any time prior to the Effective Date, whether before or after action thereon by the managers and members of the Constituent Companies, by mutual consent of the Constituent Companies, expressed by action of their respective managers and members.

(b) For the convenience of the parties and to facilitate the filing and recording of this Plan, this Plan may be executed and delivered by facsimile signature and in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument. Counterparts may be delivered via facsimile, electronic mail (including pdf or any electronic signature complying with the U.S. federal E-SIGN Act of 2000, Uniform Electronic Transactions Act or other applicable law) or other transmission method and any counterpart so delivered shall be deemed to have been duly and validly delivered and be valid and effective for all purposes.

(c) This Plan and the legal relations between the parties hereto shall be governed by and construed exclusively in accordance with the laws of the State of Florida.

(d) This Plan cannot be altered or amended except pursuant to an instrument in writing signed on behalf of the parties hereto.

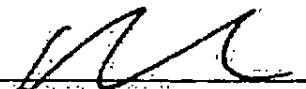
[Signature Page Follows]

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals on the date stated above.

KLEENCO GROUP, LLC
a Florida limited liability company

By: 
Name: Bryson Raver
Title: Manager

ABM HAWAII HOLDINGS, LLC
a Florida limited liability company

By: 
Name: Bryson Raver
Title: Manager