

**L22000114171**

Florida Department of State  
Division of Corporations  
Electronic Filing Cover Sheet

**Note: Please print this page and use it as a cover sheet.** Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H22000120596 3)))



H220001205963ABC.

**Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.**  
Doing so will generate another cover sheet.

To:

Division of Corporations  
Fax Number : (850)617-6380

From:

Account Name : CAPITOL SERVICES, INC.  
Account Number : I20160000017  
Phone : (855)498-5500  
Fax Number : (800)432-3622

**\*\*Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.\*\***

Email Address: \_\_\_\_\_

**MERGER OR SHARE EXCHANGE  
D-S HOLDINGS GROUP, LLC**

Certificate of Status	0
Certified Copy	1
Page Count	05
Estimated Charge	\$58.75

80.00

RECEIVED

2022 APR 1 AM 7:21

SECRETARY OF STATE  
TALLAHASSEE, FL

2022 APR -1 AM 10:05

FILED

Electronic Filing Menu

Corporate Filing Menu

Help

A. RAMSEY  
APR -4 2022



FILED

2022 APR -1 AM 10: 05 H22000120596 3

OFFICE OF THE SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

### ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with Section 605.1025 of the Florida Revised Limited Liability Company Act (the "Act").

**FIRST:** The name and jurisdiction of the each merging limited liability company is:

1. D-S Holdings Group, LLC, a Kentucky limited liability company; and
2. D-S Holdings Group, LLC, a Florida limited liability company.

**SECOND:** The name and jurisdiction of the surviving limited liability company is D-S Holdings Group, LLC, a Florida limited liability company.

**THIRD:** The merger was approved by each domestic merging entity that is a limited liability company in accordance with Section 605.1021-1026 of the Act; by each other merging entity in accordance with the laws of its jurisdiction of formation; 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 Act and whose approval is required.

**FOURTH:** The Operating Agreement for the surviving limited liability company as in effect on the Effective Date shall be its Operating Agreement.

**FIFTH:** This surviving limited liability company agrees to pay to any members of the merging limited liability companies with appraisal rights the amount to which such members are entitled under Sections 605.1006 and 605.1061-605.1072 of the Act.

**SIXTH:** The merger shall become effective on April 1, 2022 (the "Effective Date").

[signature page follows]



H22000120596 3

The undersigned limited liability companies have caused these Articles of Merger to be signed by an authorized manager on April 1, 2022.

D-S HOLDINGS GROUP, LLC  
a Florida limited liability company

By:   
Richard Lee Duffy, Manager

D-S HOLDINGS GROUP, LLC  
a Kentucky limited liability company

By:   
Richard Lee Duffy, Manager

EN10099.Public-10099 4858-2775-0422v1



H22000120596 3

### **PLAN OF MERGER**

Pursuant to KRS 275.355 and Chapter 608.438 of the Florida Statutes, this is a Plan of Merger dated April 1, 2022, between D-S Holdings Group, LLC ("D-S-FL"), a Florida limited liability company, and D-S Holdings Group, LLC ("D-S-KY"), a Kentucky limited liability company.

1. The name of the Kentucky limited liability company that will merge with and into D-S-FL is D-S Holdings Group, LLC. The name of the Florida limited liability company that will be the surviving entity in the merger is D-S Holdings Group, LLC.

2. The effective date of the Merger (the "Effective Time") will be the date on which the Articles of Merger are filed with the Florida Secretary of State.

3. At the Effective Time, ipso facto, and without any action on the part of the holder thereof, the membership interests of the members of D-S-KY will be canceled and the membership interests of the members of D-S-FL will remain issued and outstanding as the membership interests of the surviving entity in the merger and shall equal the proportioned membership interest of D-S-KY immediately prior to the Effective Time.

4. This Plan of Merger was adopted by the Company's manager and members in accordance with the Company's Articles of Organization and Operating Agreement.

5. The Articles of Organization of D-S-FL will be the Articles of Organization of the surviving entity in the merger and the Operating Agreement of D-S-FL shall be the operating agreement of the surviving entity in the merger.


**[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]**




H22000120596 3

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger of the date first written above.

D-S HOLDINGS GROUP, LLC  
a Florida limited liability company

By:   
Richard L. Duffy, Manager  
2878 S.E. Dune Drive  
Stuart, Florida 34996

D-S HOLDING GROUP, LLC,  
a Kentucky limited liability company

By:   
Richard L. Duffy, Manager  
2878 S.E. Dune Drive  
Stuart, Florida 34996