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2023 JUL 13
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Sober Dating, LLC, a Florida limited liability company

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

E. Whitner Slagsvol

Contact Person

Sweetgrass Law Group, LLC

Firm/Company

460 King Street, STE 200

Address

Charleston, SC 29403

City, State and Zip Code

whit@sweetgrasslawyers.com

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

For further information concerning this matter, please call:

E. Whitner Slagsvol

at (803) 622 9428

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

CR2E080 (2/20)



FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Attached is a form to file a Articles of Merger pursuant to section 605.1025, Florida Statutes. This form is basic and may not meet all merger needs. The advice of an attorney is recommended.

Filing Fees:
\$25.00 for each Limited Liability Company
\$35.00 for each Corporation
\$52.50 for each Limited Partnership or
Limited Liability Limited Partnership
\$25.00 for each General Partnership or Limited
Liability Partnership
\$25.00 for each Other Business Entity

Certified Copy (optional): \$30.00

Send one check in the total amount payable to the Florida Department of State.

Please include a cover letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

Mailing Address:

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

Street Address:

Amendment Section
Division of Corporations
The Centre of Tallahassee
2415 N. Monroe Street, Suite 810
Tallahassee, FL 32303

For further information, you may contact the Amendment Section at (850) 245-6050.

Important Notice: Pursuant to s.605.0212(8), F.S., each party to the merger must be active and current in filing its annual reports through December 31 of the calendar year in which the articles of merger are submitted to the department for filing.

**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>
Sober Dating LLC	Charleston County, SC	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>
Sober Dating LLC	Orange County, 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).

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:

N/A

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:
Sober Dating LLC, (FL)	<i>Katherine L. VandenBerghe</i>	Kathy VandenBerghe
Sober Dating LLC, (SC)	<i>Katherine L. VandenBerghe</i>	Kathy VandenBerghe

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

Title	Articles of Merger - Sober Dating
File name	Plan of Merger _ Sober Dating.pdf
Document ID	2b291c10916220000d6a8f474842d9eb458cd45b
Audit trail date format	MM / DD / YYYY
Status	◦ Signed

Document History



04 / 04 / 2023
16:06:40 UTC

Sent for signature to Kathy VandenBerghe
(klvandenberghe@gmail.com) from whit@sweetgrasslawyers.com
IP: 165.166.71.162



04 / 04 / 2023
18:29:35 UTC

Viewed by Kathy VandenBerghe (klvandenberghe@gmail.com)
IP: 72.189.76.112



04 / 04 / 2023
18:31:04 UTC

Signed by Kathy VandenBerghe (klvandenberghe@gmail.com)
IP: 72.189.76.112



04 / 04 / 2023
18:31:04 UTC

The document has been completed.

April 7, 2023

Via USPS:

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

RE: Certificate of Merger and Plan of Merger, Sober Dating LLC

To whom it may concern,

Please see the enclosed executed Articles of Merger and Plan of Merger, pertaining to the merger of Sober Dating LLC, a South Carolina limited liability company, into Sober Dating LLC, a Florida limited liability company (the Surviving Entity), as well as a check in the amount of Fifty Five Dollars (\$55.00) for the filing and certified copy.

~~Fifty Five Dollars (\$55.00)~~
Eighty \$80.00

If you have any questions or concerns, please do not hesitate to contact me.

Sincerely,



E. Whitner Slagsvol, ESQ.
President, Slagsvol Law Firm, LLC

Plan of Merger

THIS PLAN OF MERGER is hereby adopted on 04 / 04 / 2023, by Sober Dating LLC, a south carolina limited liability company (the "Disappearing Entity"), and Sober Dating, LLC, a Florida limited liability company (the "Surviving Entity"), said entities being sometimes hereinafter collectively referred to as "the Constituent Entities."

WHEREAS, the sole and managing member of Sober Dating LLC, the Disappearing Entity, and the sole and managing member of Sober Dating LLC, the Surviving Entity, deem it advisable that the Disappearing Entity be merged into the Surviving Entity under the laws of the State of Florida in the manner provided therefor pursuant to Section 608.493 of the Florida Statutes.

NOW, THEREFORE, in consideration of the promises and of the mutual agreements herein contained, the Constituent Entities have agreed, and do hereby plan to merge upon the terms and conditions below stated.

1. *Agreement to merge.* The Constituent Entities hereby agree that the Disappearing Entity shall be merged into the Surviving Entity.
2. *Name of merged entity.* The name of the Surviving Entity shall be "Sober Dating, LLC", a Florida limited liability company.
3. *Place of office of surviving entity.* The place in the State of Florida, where the principal office of the Surviving Entity is to be located is the City of Maitland, County of Orange.
4. *Purpose of surviving entity.* The purpose of the Surviving Entity is to engage in any lawful act or activity for which limited liability companies pursuant to Section 605.0108 of the Florida Statutes.
5. *Interests in surviving entity.* The present ownership of the Units of Membership Interest in the Disappearing Entity is owned entirely by the Sole Member/Managing Member.

The present number of ownership units which the Surviving Entity is authorized to have outstanding is two hundred (200), all of which are identical units and each of which represents the ownership of that percentage of the total units outstanding at any time as is the equivalent of the fraction in which one (1) is the numerator and the total units outstanding is the denominator. There are currently one hundred (100) ownership units outstanding.

6. *Name and resident agent.* Katherine L. VandenBerghe, of 458 Piney Croft Lane, in the City of Maitland, Orange County, State of Florida, a natural person and resident of said county, being the county in which the principal office of said Sober Dating LLC/Surviving Entity is to be located, shall be, and is hereby, appointed as the person on whom process, tax notices and demands against said limited liability company, or either of the said Constituent Entities, may be served.

7. *Mode of effecting merger.* The mode of carrying said merger into effect, and the manner and basis for converting the Units of Membership Interest of the Disappearing Entity into Units of Membership Interest of the Surviving Entity, shall be as follows:

The Sole Member of the Disappearing Entity shall surrender her ownership interest to the Surviving Entity. Upon surrender to the Surviving Entity of the respective ownership interest in the Disappearing Entity, there shall be issued to the Sole Member, in substitution therefor, certificates for fully paid and nonassessable Units of Membership Interest of the Surviving Entity, in the ratio of one (1) ownership units of the Surviving Entity received for each such share of the Disappearing Entity.

8. *Reporting of assets at book value in accounts of surviving entity; pooling of interests.* The assets of the Disappearing Entity shall be reported in the accounts of the Surviving Entity at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus and earned surplus of the Constituent Entities shall be, respectively, the stated capital, capital surplus and earned surplus of the Surviving Entity.

9. *Articles of organization.* There shall be no changes or amendments to the Surviving Entity's Articles of Organization as a result of this Plan of Merger.

10. *Operating agreement.* The Operating Agreement of the Disappearing Entity, dated July 28 2021, as amended, shall be the Operating Agreement of the Surviving Entity, and which shall be amended and updated to reflect the merger.

11. *Effective date of plan.* This Plan shall become effective on the later of: (A) April 7, 2023; or (B) the effective date of the filing of the Articles of Merger with the office of the Secretary of State of Florida. The term "effective date," wherever used in this Agreement, shall mean such date. A copy of the Articles of Merger is attached hereto as Exhibit A and is made a part hereof.

12. *Right to abandon merger.* The Sole Member/Managing Member of the Disappearing Entity and the Sole Member/Managing Member of the Surviving Entity shall each have the power, in their discretion, to abandon the merger provided for herein prior to the filing of the Articles of Merger with the Office of the Secretary of State of Florida.

IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by the Sole Member/Managing Member, thereunto duly authorized by the the Disappearing Entity and by the Sole Member/Managing Member of the Surviving Entity.

Sober Dating LLC (SC):

Katherine L. VandenBerghe

Katherine L. VandenBerghe
Managing Member

Sober Dating LLC (FL):

Katherine L. VandenBerghe

Katherine L. VandenBerghe
Managing Member

EXHIBIT A ARTICLES OF MERGER

of

SOBER DATING, LLC

a South Carolina limited liability company

and

SOBER DATING, LLC

a Florida limited liability company