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Florida Department of State
Division of Corporations
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(((H23000433063 3)))



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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.

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**MERGER OR SHARE EXCHANGE
GAMKIE PLUMBING HOLDCO, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$60.00

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COVER LETTER

TO: Amendment Section
Division of Corporations

H23000433063

SUBJECT: GamKie Plumbing Holdco, 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:

Laura E. Krebs Al-Shathir
Contact Person
Capes, Sokol, Goodman, Sarachan P.C.
Firm/Company
8182 Maryland Ave., 15th Floor
Address
St. Louis, MO 63105
City, State and Zip Code

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

For further information concerning this matter, please call:

Laura Al-Shathir at (314) 505-5424
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

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TALLAHASSEE, FL
STATE OF FLORIDA

Articles of Merger
For
Florida Limited Liability Company

H23000433063

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>
GamKie Plumbing Holdco, Inc.	Illinois	Corporation
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
GamKie Plumbing Holdco, LLC	Florida	Limited Liability Company

173-546138

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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CLERK OF CIRCUIT COURT
IN AND FOR THE COUNTY OF
DADE, FLORIDA

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

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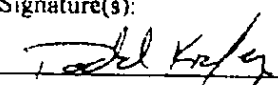
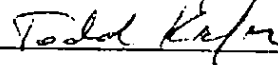
- This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- This entity is created by the merger and is a domestic limited liability 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:
GamKie Plumbing Holdco, Inc.		Todd Kiefer
GamKie Plumbing Holdco, LLC		Todd Kiefer

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 DEPARTMENT OF STATE
 TALLAHASSEE, FLORIDA

- 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	Certified Copy (optional):	\$30.00

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AGREEMENT OF MERGER AND PLAN OF REORGANIZATION

This Agreement of Merger and Plan of Reorganization (the "Plan") is entered into this 6th day of December, 2023 ("Effective Date"), by and among GamKie Plumbing Holdco, Inc., an Illinois corporation ("Oldco") and GamKie Plumbing Holdco, LLC, a Florida limited liability company ("Newco").

WHEREAS, all of the shareholders of Oldco and all of the members of Newco have resolved that Oldco be merged into Newco pursuant to the Illinois Business Corporation Act of 1983, as amended, and the Florida Revised Limited Liability Company Act (§§ 605.0101 et. seq., Fla. Stat.), as amended, into a single limited liability company existing under the laws of the State of Florida, taxed as a Subchapter S corporation, with Newco being the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Sections 368(a)(1)(A) and (F) of the Internal Revenue Code upon the terms and conditions hereinafter set forth and have approved this Agreement;

WHEREAS, the authorized capital stock of Oldco consists of 100 shares of Common Stock with a par value of \$0.00 per share (hereinafter called "Oldco Common Stock"), of which 100 shares are issued and outstanding (the "Oldco Common Stock");

WHEREAS, the outstanding Units of Newco consist of 100 Units, as such term is defined in that certain Operating Agreement, dated as of December 6, 2023 (the "Operating Agreement") and additional Units of Newco may be issued pursuant to the terms of the Operating Agreement (hereinafter called "Newco Units"); and

NOW, THEREFORE, in consideration of the above recitals, the mutual covenants herein contained, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the undersigned parties hereby adopt the following plan and agreement:

1. Plan of Merger and Reorganization. Oldco and Newco hereby adopt a Plan of Reorganization intended to effect a tax-free reorganization under Code Sections 368(a)(1)(A) and (F) (the "Merger" or "Reorganization"), consisting of the following:

a. Oldco shall file Articles of Merger (Form BCA 11.39) with the Illinois Secretary of State in accordance with the the Illinois Business Corporation Act of 1983, as amended.

b. Newco shall file Articles of Merger with the Florida Department of State in accordance with § 605.1025 Fla. Stat.

c. Such filings shall be made on the same date, as agreed to by Oldco and Newco and shall be effective as of such date (the "Effective Date").

2023 DEC 20 AM 8:22
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d. Newco shall file Form 8832 (Entity Classification Election) to elect to be treated as an entity taxable as an association and Form 2553 (S Corporation Election) to elect to be treated as a Subchapter S corporation as of the Effective Date.

e. On the Effective Date, the separate existence of Oldco shall cease, and Oldco shall be merged into Newco, which, as the Surviving Corporation, shall possess all the rights, privileges, powers, property, and assets of Oldco and be subject to all the restrictions, liabilities, and duties of Oldco, and all rights of creditors and all liens upon any property of Oldco shall be preserved unimpaired, and shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.

f. At any time, or from time to time, after the Effective Date, any officer, director, or Shareholder of Oldco or Member of Newco, may in the name of Oldco execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all Oldco's property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

2. Name of Surviving Corporation, Certificate of Organization, and Operating Agreement.

a. The name of the Surviving Corporation from and after the Effective Date shall be Gamkie Plumbing Holdeo, LLC.

b. The Certificate of Organization and Operating Agreement (the "Operating Agreement") of Newco as in effect on the Effective Date shall from and after the Effective Date be, and continue to be, the Certificate of Organization and Operating Agreement of the Surviving Corporation until changed or amended as provided therein or by law.

3. Status and Conversion of Securities. The manner and basis of converting the shares of the capital stock of Oldco and the nature and amount of Newco Units which the holders of shares of Oldco Common Stock are to receive in exchange for such shares are as follows:

a. Each one share of Oldco Common Stock which is issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid Newco Unit.

4. Miscellaneous.

a. This Plan may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, if the Shareholders of Oldco or the Members of Newco duly adopt a resolution abandoning this Plan.

2023 DEC 20 AM 8:22

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b. Electronic or digital signatures included in this Plan are intended to authenticate this writing, and to have the same force and effect as the use of manual signatures. This Plan may be executed in counterparts, each of which shall be deemed an original, but all of which together shall be deemed to be one and the same Plan. A signed copy of this Plan delivered by facsimile, email, or other means of electronic transmission shall be deemed to have the same legal effect as delivery of an original signed copy of this Plan.

IN WITNESS WHEREOF, this Plan has been executed effective as of the Effective Date.

GAMKIE PLUMBING HOLDCO, INC.

By: Jeffrey E. Gamblin
Jeffrey Gamblin, Shareholder

Date: Dec 6, 2023

By: Todd Kiefer
Todd Kiefer, Shareholder

Date: 12/19/23

Being all of the Shareholders of GamKie Plumbing Holdco, Inc.

GAMKIE PLUMBING HOLDCO, LLC

By: Jeffrey E. Gamblin
Jeffrey Gamblin, Member

Date: Dec 6, 2023

By: Todd Kiefer
Todd Kiefer, Member

Date: 12/19/23

Being all of the Members of GamKie Plumbing Holdco, LLC

2023 DEC 20 AM 8:22
FBI, SD
FEDERAL BUREAU OF INVESTIGATION