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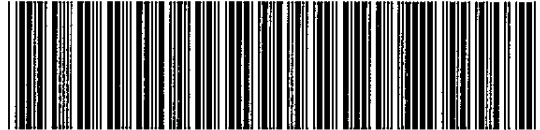
(Business Entity Name)

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TALLAHASSEE, FLORIDA

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CORPORATION SERVICE COMPANY™

ACCOUNT NO. : 0721000000032
REFERENCE : 371178 9725B
AUTHORIZATION : *Patricia Pappas*
COST LIMIT : \$ 50.00

ORDER DATE : December 22, 2003

ORDER TIME : 1:16 PM

ORDER NO. : 371178-005

CUSTOMER NO: 9725B

CUSTOMER: Ms. Cathy Nadeau
Roetzel & Andress
Third Floor, Trainon Centre
850 Park Shore Drive
Naples, FL 34103

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TALLAHASSEE, FLORIDA

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ARTICLES OF MERGER

THAYER BIRDING SOFTWARE, LTD.
LLC

INTO

WITHOUTBRICKS.COM, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX _____ PLAIN STAMPED COPY

CONTACT PERSON: Sara Lea

EXAMINER'S INITIALS: _____

ARTICLES AND CERTIFICATE OF MERGER

OF

THAYER BIRDING SOFTWARE LTD., LLC,

an Ohio limited liability company

into

WITHOUTBRICKS.COM, LLC,

a Florida limited liability company

FILED
03 DEC 30 AM 7:26
SECRETARY OF STATE
TALLAHASSEE, FLORIDA
EFFECTIVE 11/13/03

The following Articles and Certificate of Merger are submitted in accordance with Florida Statutes §§ 608.438 et seq., (the "Florida Act") and the Ohio Limited Liability Company Act, Ohio Revised Code Chapter 1705, (the "Ohio Act").

1. These Articles and Certificate of Merger are being filed to effect the merger of the following entities:

- A. THAYER BIRDING SOFTWARE LTD., LLC
an Ohio limited liability company
Date of Organization: April 3, 1996

mq8000001139

with and into

- B. WITHOUTBRICKS.COM, LLC
a Florida limited liability company
Date of Organization: April 26, 1999

2. The name of the surviving entity is WITHOUTBRICKS.COM, LLC, a Florida limited liability company (the "Surviving Entity").

3. The name of the merging entity is THAYER BIRDING SOFTWARE LTD., LLC, an Ohio limited liability company (the "Merging Entity").

4. The Plan and Agreement of Merger, attached hereto as Exhibit A, (the "Plan of Merger") meets the requirements of § 608.4382 of the Florida Act, and was approved and

authorized by all the members of Surviving Entity in accordance with the applicable provisions of the Florida Act, the Ohio Act and the Regulations of the Surviving Entity. The person signing this Articles and Certificate of Merger on behalf of the Surviving Entity is authorized to do so. The Plan of Merger was executed on December 30th, 2003.

5. The Plan of Merger meets the requirements of § 1705.37 of the Ohio Act, and was approved and authorized by all the Members of the Merging Entity in accordance with the applicable provisions of the Florida Act, the Ohio Act and the Operating Agreement of the Merging Entity. The person signing this Articles and Certificate of Merger on behalf of the Merging Entity is authorized to do so. The Plan of Merger was executed on December 30th, 2003.

6. The Plan of Merger is on file at the place of business of the Surviving Entity, which is located at 12650 Collier's Reserve Drive, Naples, Florida 34110.

7. A copy of the Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any member or other person holding an interest in the Surviving Entity or Merging Entity.

8. The Surviving Entity agrees that it may be served with process in Ohio in any action, suit or proceeding for the enforcement of any obligation of the Merging Entity, irrevocably appointing the Ohio Secretary of State as its agent to accept service of process in the action, suit or proceeding. A copy of any process received by the Ohio Secretary of State pursuant to this paragraph may be mailed to WITHOUTBRICKS.COM, LLC, 12650 Collier's Reserve Drive, Naples, Florida 34110, Attention: Peter W. Thayer, Manager. In the event of service under this paragraph on the Ohio Secretary of State, the procedures set forth in the Ohio Act are applicable, except that the plaintiff in any action, suit or proceeding shall furnish the

Ohio Secretary of State with the address specified in the certificate of merger provided for in this paragraph and any other address which the plaintiff elects to furnish, together with copies of the process as required by the Ohio Secretary of State. The Ohio Secretary of State shall notify the Surviving Entity at all addresses furnished by the plaintiff in accordance with the procedures set forth in Ohio Act.

9. The merger shall be effective on the later of: (1) the date the articles of merger are filed with the Florida Department of State (2) the date the certificate of merger is filed with the Ohio Secretary of State; or (3) January 1, 2009.

SURVIVING ENTITY:

WITHOUTBRICKS.COM, a Florida limited liability company

By: 

Peter W. Thayer, Manager

MERGING ENTITY:

THAYER BIRDING SOFTWARE LTD., LLC, an Ohio limited liability company

By: 

Roslyn Z. Thayer, Manager

EXHIBIT "A"
PLAN AND AGREEMENT OF MERGER

This Plan and Agreement of Merger is dated as of the 1st day of January, 2004, between WithoutBricks.com, LLC, a Florida limited liability company, the surviving entity (the "Surviving Entity"), and Thayer Birding Software Ltd., LLC, an Ohio limited liability company, the merging entity (the "Merging Entity"), is submitted in compliance with Florida Statutes §§ 608.438, et seq. and the Ohio Limited Liability Company Act, Ohio Revised Code Chapter 1705.

A. Surviving Entity. The Surviving Entity is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 12650 Collier's Reserve Drive, Naples, Florida 34110.

B. Manager of Surviving Entity. The manager of the Surviving Entity is and shall continue to be Peter W. Thayer, an individual with an address at 12650 Collier's Reserve Drive, Naples, Florida 34110.

C. Merging Entity. Merging Entity is a limited liability company organized and existing under the laws of the State of Ohio with its principal office at 809 Walkerbilt Road Suite 4, Naples, Florida 34110-1511.

D. Terms of Merger, Method of Conversion. Merging Entity shall merge with and into Surviving Entity, which shall be the Surviving Entity. The Members in the Merging Entity shall each hold, as a result of the merger, membership interests in the Surviving Entity, which are equal to one-fifth (1/5) of such Members' percentage ownership interests as Members in the Merging Entity. Specifically, as a result of the merger, the following members shall hold the following membership interests in the Surviving Entity: Peter W. Thayer (70.2%); Roslyn Z. Thayer (4.8%); Laurie E. Thayer (8.0%); Scott A. Thayer (8.0%); Stacy L. Thayer (8.0%); and Cornell Lab of Ornithology (1%). The membership interests in the Merging Entity shall be cancelled and the former members of the Merging Entity shall continue to be members in the Surviving Entity, with no further action required.

E. Terms of Merger; Surviving Entity Successor to Merging Entity. On the effective date of the merger, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the Merging Entity, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Merging Entity, except as dictated by applicable state law, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

F. Articles of Organization and Operating Agreement. The Articles of Organization of the Surviving Entity, as amended and filed with the Florida Secretary of State shall continue to be its Articles of Organization following the effective date of the merger. The Regulations of the Surviving Entity shall continue to be the Regulations of the Surviving Entity after the merger, following the effective date of the merger.

G. Effective Date. The effective date of this merger shall be the later of: (1) the date when articles of merger are filed with the Florida Department of State; (2) the date when articles of merger are filed with the Ohio Secretary of State; or (3) January 1, 2004.