

L99000004078

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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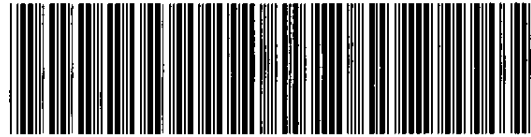
(Business Entity Name)

(Document Number)

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FILED

11 OCT 25 PM 3:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

N. Cullen

OCT 25 2011

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** DIONO, L.L.C.

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Robert Sailer

Contact Person

Pacific Northwest Law Group

Firm/Company

PO Box 86

Address

Redmond, WA 98073

City, State and Zip Code

gail@pnwlg.com

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

For further information concerning this matter, please call:

Gail Radtke

Name of Contact Person

at ( 425 )

867-0512

Area Code and Daytime Telephone Number

☐

Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

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



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

October 7, 2011

ROBERT SAILER  
PACIFIC NORTHWEST LAW GROUP  
PO BOX 86  
REDMOND, WA 98073

SUBJECT: SUNSHINE KIDS JUVENILE PRODUCTS, LLC  
Ref. Number: L99000004078

We have received your document for SUNSHINE KIDS JUVENILE PRODUCTS, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

There was no Plan of Merger attached.

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) 245-6067.

Neysa Culligan  
Regulatory Specialist II

Letter Number: 011A00023129

**Certificate of Merger  
For  
Florida Limited Liability Company**

**FILED**  
**11 OCT 25 PM 3:50**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
Sunshine Kids Juvenile	Florida	LLC
Products, LLC	L99-4078	

**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>
DIONO, LLC	Washington	LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the 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:

\_\_\_\_\_  
**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

\_\_\_\_\_  
3104 142nd Ave. E, Ste. 105

\_\_\_\_\_  
Sumner, WA 98390

\_\_\_\_\_  
**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: 3104 142nd Ave. E, Ste. 105

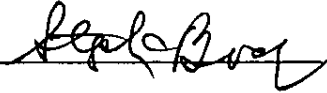

\_\_\_\_\_  
Sumner, WA 98390

\_\_\_\_\_  
Mailing address: 3104 142nd Ave. E, Ste. 105

\_\_\_\_\_  
Sumner, WA 98390

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Sunshine Kids Juvenile Products, LLC		Stephen C. Berger, Trustee
DIONO, LLC		Brad Keller, President

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 a member or authorized representative

<b><u>Fees:</u></b> 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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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## PLAN OF MERGER

**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>
Sunshine Kids Juvenile	Florida	LLC
Products, 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>
DIONO, LLC	Washington	LLC

**THIRD:** The terms and conditions of the merger are as follows:

See attached Articles of Merger and Plan of Merger.

*(Attach additional sheet if necessary)*

**FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Articles of Merger and Plan of Merger.

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*(Attach additional sheet if necessary)*

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

See attached Articles of Merger and Plan of Merger.

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*(Attach additional sheet if necessary)*



**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

See attached Articles of Merger and Plan of Merger.

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

See attached Articles of Merger and Plan of Merger.

*(Attach additional sheet if necessary)*

## EXHIBIT A

### PLAN OF MERGER

This Plan of Merger is made and entered into this 19<sup>th</sup> day of September, 2011, by and between Sunshine Kids Juvenile Products, LLC, a Florida limited liability company, and DIONO, LLC, a Washington limited liability company (the "Surviving Company").

### RECITALS

A. DIONO, LLC is a limited liability company organized and existing under the laws of the State of Washington (UBI No. 603-123-724) and has authorized 500,000 units held by Stephen C. Berger, Trustee of the Constance F. Berger Estate Reduction Family Trust.

B. Sunshine Kids Juvenile Products, LLC is a limited liability company organized and existing under the laws of the State of Florida (No. L99000004078) and has authorized 1 unit held by Stephen C. Berger, Trustee of the Constance F. Berger Estate Reduction Family Trust.

C. The Boards of Directors of DIONO, LLC, and Sunshine Kids Juvenile Products, LLC, respectively, deem it advisable for Sunshine Kids Juvenile Products, LLC, to merge with and into DIONO, LLC.

NOW, THEREFORE, in consideration of the mutual covenants and agreements contained herein, DIONO, LLC and Sunshine Kids Juvenile Products, LLC hereby agree to the following Plan of Merger:

1. *Names of Constituent Corporations.* Sunshine Kids Juvenile Products, LLC will merge with and into DIONO, LLC. DIONO, LLC will be the Surviving Company.

2. *Terms and Conditions of Merger.* The effective date of merger shall be the date upon which the Articles of Merger are filed with the Secretary of State. Upon the effective date of the merger: the separate corporate existence of Sunshine Kids Juvenile Products, LLC shall cease, title to all assets, including real estate, technology, and other property or assets, tangible or intangible, owned by Sunshine Kids Juvenile Products, LLC or DIONO, LLC shall be vested in DIONO, LLC without reversion or impairment; and the Surviving Company shall have all liabilities of Sunshine Kids Juvenile Products, LLC and DIONO,

LLC. Any proceeding pending by or against Sunshine Kids Juvenile Products, LLC or DIONO, LLC may be continued as if such merger did not occur, or the Surviving Company may be substituted in the proceeding for Sunshine Kids Juvenile Products, LLC under the laws of the State of Washington with venue and jurisdiction in Washington State.

3. *Governing Law.* The laws of the State of Washington shall govern the Surviving Company.

4. *Name.* The name of the Surviving Company shall be DIONO, LLC.

5. *Registered Office.* The address of the registered office of the Surviving Company shall be: Aspen Services Group, LLC, 16141 Cleveland Street, Suite C109, P.O. Box 86, Redmond, WA 98073.

6. *Accounting.* The assets and liabilities of Sunshine Kids Juvenile Products, LLC and DIONO, LLC (collectively the "Constituent Corporations") as of the effective date of the merger shall be taken up on the books of the Surviving Company at the amounts at which they are carried at that time on the respective books of the Constituent Corporations.

7. *Certificate of Formation.* The Certificate of Formation of DIONO, LLC is hereby set forth in the Certificate of Formation and incorporated herein by this reference. The Certificate of Formation shall constitute the Certificate of Formation of the Surviving Company.

8. *L.L.C. Agreement.* The L.L.C. Agreement of DIONO, LLC as of the effective date of the merger shall be the L.L.C. Agreement of the Surviving Company until the same shall be altered or amended for any reason.

9. *Managers.* The managers of DIONO, LLC as of the effective date of the merger shall be the directors of the Surviving Company until their respective successors are duly elected and qualified.

10. *Manner and Basis of Converting Units.* As of the effective date of the merger:

(a) Each unit of Sunshine Kids Juvenile Products, LLC shall be one unit with no par value of the Surviving Company.

(b) The Surviving Company shall convert or exchange each unit of Sunshine Kids Juvenile Products, LLC for 500,000 units of the Surviving Company; PROVIDED, however, that no fractional units of the Surviving

Company shall be issued, and in lieu of the issuance of fractional units, the Surviving Company shall make a payment in cash equal to the value of such fraction, based upon the market value of such units on the effective date of the merger.

(c) Any units of Sunshine Kids Juvenile Products, LLC in the treasury of Sunshine Kids Juvenile Products, LLC on the effective date of the merger shall be surrendered to the Surviving Company for cancellation, and no shares of the Surviving Company shall be issued in respect thereof.

(d) On the effective date of the merger, holders of certificates of units in Sunshine Kids Juvenile Products, LLC shall surrender them to the Surviving Company, or its appointed agent, in such manner as the Surviving Company legally shall require. Upon receipt of such certificate, the Surviving Company shall issue in exchange therefor a unit certificate of units in the Surviving Company representing the numbers of units to which such holder shall be entitled as set forth above, with such units being subject to redemption in accordance with the agreed upon merger agreement.

11. *Member Approval.* This Plan of Merger shall be submitted to the members of Sunshine Kids Juvenile Products, LLC and DIONO, LLC for their approval in the manner provided under RCW 23B.11.030, at meetings to be held on or before September 12, 2011, or at other such time as the Managers of Sunshine Kids Juvenile Products, LLC and Managers of DIONO, LLC shall agree. After approval by a vote of the holders of two-thirds (2/3) of the shares/units entitled to vote thereon of each such company and the holders of two-thirds (2/3) of the units entitled to vote thereon, if any, of each voting group, the Articles of Merger shall be filed as required under the laws of the State of Washington.

12. *Rights of Dissenting Shareholders/Members.* Any unit holder of Sunshine Kids Juvenile Products, LLC or of DIONO, LLC who has the right to dissent from this merger as provided in RCW 23B.13.020, and who so dissents in accordance with the requirements of RCW 23B.13.210 through RCW 23B.13.280, shall be entitled, upon surrender of the certificate or certificates representing certificated units or upon imposition of restrictions of transfer of uncertificated units, to receive payment of the fair value of such member's units as provided pursuant to RCW 23B.13.250.

13. *Termination of Merger.* This merger may be abandoned at any time prior to the filing of Articles of Merger with the Secretary of State, upon a vote of a majority of the Managers of Sunshine Kids Juvenile Products, LLC and Managers of DIONO, LLC. If the merger is terminated, there shall be no liability

on the part of either Constituent Corporation, their respective Managers, or members.

14. *Counterparts.* This Plan of Merger may be executed in any number of counterparts, and all such counterparts and copies shall be and constitute an original instrument.

IN WITNESS WHEREOF, this Plan of Merger has been adopted by the undersigned companies as of this 19 day of September, 2011.

**DIONO, LLC**

*a Washington limited liability company*

By: [Signature]  
Name: Brad Keller  
Its: President

**Sunshine Kids Juvenile Products, LLC**

*a Florida limited liability company*

By: [Signature]  
Name: Stephen C. Berger  
Its: Trustee

FILED

11 OCT 25 PM 3:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA