

MOS00000 5466

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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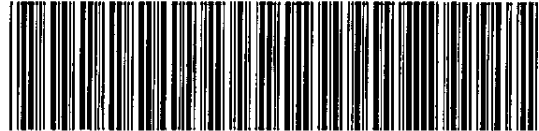
(Business Entity Name)

(Document Number)

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MOS-5466
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BMAR Acquisition II, LLC
(Name of Foreign Limited Liability Company)

Dear Sir or Madam:

The enclosed application, certificate and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

Celia Lovett, Paralegal

(Name of Person)

Frost Brown Todd LLC

(Firm/Company)

400 West Market Street, 32nd Floor

(Address)

Louisville, KY 40202-3363

(City/State and Zip Code)

For further information concerning this matter, please call:

Celia Lovett

(Name of Person)

at (502) 568-0376
(Area Code & Daytime Telephone Number)

STREET/COURIER ADDRESS:

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

MAILING ADDRESS:

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

Enclosed is a check for the following amount:

☒ \$25 Filing Fee

☐ \$30 Filing Fee &
Certificate of Status

☐ \$55 Filing Fee &
Certified Copy

☐ \$60 Filing Fee,
Certificate of Status &
Certified Copy

**APPLICATION BY FOREIGN LIMITED LIABILITY COMPANY TO
FILE AMENDMENT TO APPLICATION FOR AUTHORIZATION TO
TRANSACTION BUSINESS IN FLORIDA**

SECTION I (1-3 must be completed)

1. Name of limited liability company as it appears on the records of the Florida Department of State: BMAR Acquisition II, LLC
2. Jurisdiction of its organization: Kentucky
3. Date authorized to do business in Florida: 9/29/05

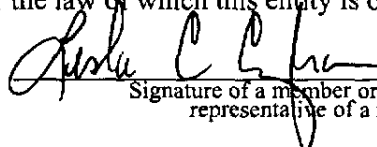
SECTION II (4-7 complete only the applicable changes)

4. If the amendment changes the name of the limited liability company, when was the change effected under the laws of its jurisdiction of organization? 9/27/05
5. New name of the limited liability company: BMAR & Associates, LLC
6. If the amendment changes the period of duration, indicate new period of duration:

7. If the amendment changes the jurisdiction of organization, indicate new jurisdiction:

8. If the amendment corrects any false statement, indicate the statement being corrected and the correction:

9. Attached is an original certificate, no more than 90 days old, evidencing the aforementioned amendment(s), duly authenticated by the official having custody of records in the jurisdiction under the law of which this entity is organized.



Signature of a member or the authorized
representative of a member

Leslie C. Cunningham, Chief Operating Officer

Typed or printed name of signee

Filing Fee: \$25.00



Trey Grayson
SECRETARY OF STATE

CERTIFICATE

I, Trey Grayson, Secretary of State for the Commonwealth of Kentucky, do hereby certify that the foregoing writing has been carefully compared by me with the original thereof, now in my official custody as Secretary of State and remaining on file in my office, and found to be a true and correct copy of
ARTICLES OF MERGER OF

BMAR & ASSOCIATES, INC. INTO BMAR ACQUISITION II, LLC FILED SEPTEMBER 30, 2005.

0622492.06 M McCulloh
LAOM

Trey Grayson
Secretary of State
Received and Filed
09/30/2005 2:03:35 PM
Fee Receipt: \$50.00

ARTICLES OF MERGER
OF
BMAR & ASSOCIATES, INC.
WITH AND INTO
BMAR ACQUISITION II, LLC

1. Attached hereto as Annex A and made a part hereof is a Plan of Merger (the "Plan of Merger") pursuant to which BMAR & Associates, Inc., a Kentucky corporation ("BMAR") shall merge with and into BMAR Acquisition II, LLC, a Kentucky limited liability company (the "Company"), in accordance with the laws of the Commonwealth of Kentucky.
2. The name of the surviving business entity is BMAR Acquisition II, LLC.
3. There are 1000 shares of BMAR issued and outstanding. The shareholders of BMAR were entitled to cast 1000 votes on the Plan of Merger. BMAR has no other voting groups. The Plan of Merger was duly authorized and approved by all of shareholders and all of the members of the Board of Directors of BMAR by written consents dated September 30, 2005, in accordance with KRS 271B.11-010 and KRS 271B.11-030, and as required by the laws of the Commonwealth of Kentucky.
4. The Plan of Merger was duly authorized and approved by all of the members of the Company by written consent, in accordance with KRS 275.350, and as required by the laws of the Commonwealth of Kentucky.
5. The merger shall be effective upon filing of these Articles of Merger with the Kentucky Secretary of State.

BMAR & ASSOCIATES, INC.

By

Title: PRESIDENT

BMAR ACQUISITION II, LLC

By

Terry W. Hamby, President of MANAGER
BMAR Holdings, Inc., the Member

ANNEX A

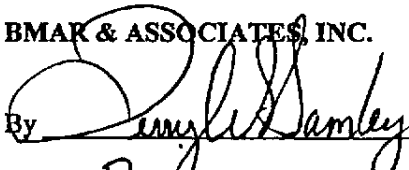
PLAN OF MERGER OF
BMAR & ASSOCIATES, INC.
INTO AND WITH
BMAR ACQUISITION II, LLC

1. The names of the business entities planning to merge are BMAR & Associates, Inc., a Kentucky corporation ("BMAR"), and BMAR Acquisition II, LLC, a Kentucky limited liability company (the "Company"). BMAR will merge into and with the Company. The name of the surviving business entity into which BMAR plans to merge is BMAR Acquisition II, LLC.

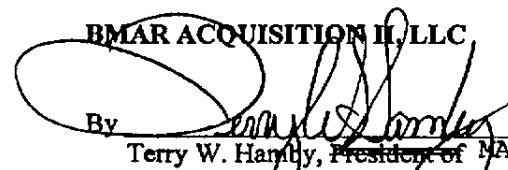
2. The merger shall be effective (the "Effective Date") upon the filing of the Articles of Merger with the Kentucky Secretary of State. At the Effective Date, without any action on the part of the members of the Company, the outstanding membership interests of the Company will be unchanged. At the Effective Date, all of the issued and outstanding shares of the Corporation shall be cancelled. The surviving entity shall retain limited liability.

3. From and after the Effective Date, (i) the Articles of Organization of the Company will be the Articles of Organization of the surviving entity except that the Articles of Organization shall be amended to change the name of the surviving entity to BMAR & Associates, LLC; (ii) the Operating Agreement of the Company will be the Operating Agreement of the surviving entity; and (iii) the manager of the Company will be the managers of the surviving entity.

BMAR & ASSOCIATES, INC.

By 
Title: PRESIDENT

BMAR ACQUISITION II, LLC

By 
Terry W. Hamby, President of MANAGER
BMAR Holdings, Inc. the Member