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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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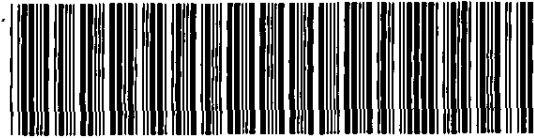
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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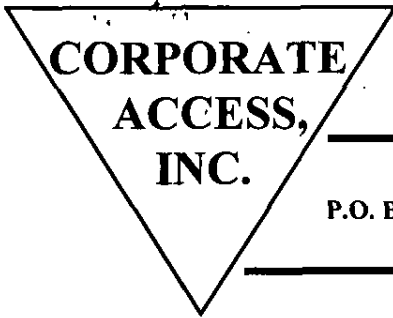
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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

B. KOHR  
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236 East 6th Avenue . Tallahassee, Florida 32303  
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### WALK IN

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- ☐ CERTIFIED COPY \_\_\_\_\_
- ☒ PHOTOCOPY \_\_\_\_\_
- ☐ CUS \_\_\_\_\_
- ☒ FILING Merger \_\_\_\_\_

1. EFN Clement + Property, LLC  
(CORPORATE NAME AND DOCUMENT #)
2. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
3. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
4. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
5. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)
6. \_\_\_\_\_  
(CORPORATE NAME AND DOCUMENT #)

SPECIAL INSTRUCTIONS:

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

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>
Clermont Motors, LLC	Illinois	Limited Liability Company
EFN Clermont Property, LLC	Florida	Limited Liability Company
L10000098698		

**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>
Clermont Motors, LLC	Illinois	Limited Liability Company

**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:

\_\_\_\_\_  
One E. Oak Hill Drive, Suite 100

\_\_\_\_\_  
Westmont, IL 60559  
\_\_\_\_\_

**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 entitles 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: N/A - The surviving entity is an Illinois limited liability company

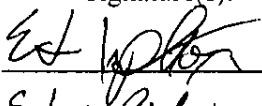

which is authorized to transact business in Florida (See Florida

Department of State Document Number M10000003628).

Mailing address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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:
Clermont Motors, LLC		Edward F. Napleton
EFN Clermont Property, LLC		Edward F. Napleton

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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>
Clermont Motors, LLC	Illinois	Limited Liability Company
EFN Clermont Property, LLC	Florida	Limited Liability Company

**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>
Clermont Motors, LLC	Illinois	Limited Liability Company

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

See Exhibit A, attached hereto and made a part hereof.

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*(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:

Each Membership Interest in EFN Clermont Property, LLC issued and outstanding  
prior to the effective date of the merger shall be entitled to receive a Membership  
Interest in Clermont Motors, LLC.

*(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:

N/A

*(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:

N/A

*(Attach additional sheet if necessary)*

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

None.

*(Attach additional sheet if necessary)*



**EXHIBIT A**

**ATTACHED TO PLAN OF MERGER  
ATTACHED TO CERTIFICATE OF MERGER  
FOR FLORIDA LIMITED LIABILITY COMPANY FOR  
CLERMONT MOTORS, LLC AND EFN CLERMONT PROPERTY, LLC**

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

Effective as of the filing date of the Certificate of Merger with the Florida Department of State, EFN Clermont Property, LLC ("EFN") shall be merged with and into Clermont Motors, LLC ("Clermont"). Clermont, as the surviving entity, shall continue to be organized under the laws of the State of Illinois and shall continue to be qualified to transact business in the State of Florida. Clermont shall succeed to all of the assets and shall assume all of the liabilities of EFN. Each Membership Interest in EFN issued and outstanding prior to the effective date of the merger shall be entitled to receive a Membership Interest in Clermont.