

A 110000002476

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP

WAIT

MAIL

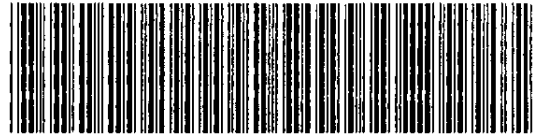
(Business Entity Name)

(Document Number)

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

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TALLAHASSEE, FLORIDA

T. CLINE

MAR 18 2011

EXAMINER

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** West Orange County Lacrosse Club, Inc  
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Bruce Burdon  
Contact Person

\_\_\_\_\_  
Firm/Company

13506 Summerport Village Pkwy  
Address

Windermene, FL 34786  
City, State and Zip Code

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

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For further information concerning this matter, please call:

Bruce Burdon at (407) 276-4902  
Name of Contact Person 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

Department of State

March 14, 2011

Divisions of Corporations

P.O. Box 6327

Tallahassee, FL 32314

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

As discussed in my letter dated March 4, 2011, we would like to submit our Certificate of Merger for Florida Limited Liability Company which will merger West Orange County Lacrosse Club, LLC (document number L10000051231) into West Orange County Lacrosse Club, Inc. (document number N11000002476) so that West Orange County Lacrosse Club, Inc. is the surviving entity. We request this merger in order to qualify under section 501(c)(3) for not for profit companies.

If you have any questions or concerns, please contact me immediately. Thanks for your time and consideration in this matter.

Bruce Burdon

13506 Summerport Village Parkway #136

Windermere, FL 34786

407-276-4902

E-Mail: [BBurdon@me.com](mailto:BBurdon@me.com)

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TALLAHASSEE, FLORIDA

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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:

Name: West Orange County Lacrosse Club, LLC

Jurisdiction: Florida

Form/Entity Type: LLC

Florida Document Number: L10000051231

Name: West Orange County Lacrosse Club, Inc.

Jurisdiction: Florida

Form/Entity Type: Inc.

Florida Document Number: N1100002476

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**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

Name: West Orange County Lacrosse Club, Inc.

Jurisdiction: Florida

Form/Entity Type: Inc.

Florida Document Number: N1100002476

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**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 merger, which cannot be prior to nor more than 90 days after 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:

\_\_\_\_\_

\_\_\_\_\_

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**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:

\_\_\_\_\_

\_\_\_\_\_

2015

**Mailing address:**

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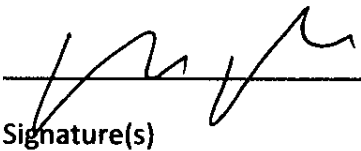
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- b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595,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

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

**Name of Entity/Organization:**

West Orange County Lacrosse Club, LLC

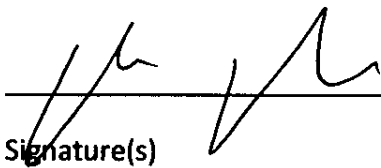
  
Signature(s)

Bruce Burdon  
Typed or Printed Name of Individual

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West Orange County Lacrosse Club, Inc.

  
Signature(s)

Bruce Burdon  
Typed or Printed Name of Individual

## Plan of Merger

**FIRST:** The exact name, form/entity, and jurisdiction for each merging party are as follows:

**Name:** West Orange County Lacrosse Club, LLC

**Jurisdiction:** Florida

**Form/Entity Type:** LLC

**Florida Document Number:** L10000051231

**Name:** West Orange County Lacrosse Club, Inc.

**Jurisdiction:** Florida

**Form/Entity Type:** Inc.

**Florida Document Number:** N1100002476

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**SECOND:** The exact name, form/entity type, and jurisdiction of the surviving party are as follows:

**Name:** West Orange County Lacrosse Club, Inc.

**Jurisdiction:** Florida

**Form/Entity Type:** Inc.

**Florida Document Number:** N1100002476

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

The two entities shall merge to allow the surviving entity, West Orange County Lacrosse Club, Inc., to operate as a not for profit corporation under the corporate statutes of the State of Florida within the meaning of section 501(c)(3) of the Internal Revenue Code.

**FOURTH:**

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

All interest, obligations, cash and or any other securities for West Orange County Lacrosse Club, LLC will be converted to interest, obligations, cash and or any other securities for West Orange County Lacrosse Club, Inc. as allowed for under the corporate statutes of the State of Florida within the meaning of section 501(c)(3) of the Internal Revenue Code

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

The manner and basis of conversion will be a one-to-one conversion as allowed for under the corporate statutes of the State of Florida within the meaning of section 501(c)(3) of the Internal Revenue Code

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

\_\_\_\_\_  
\_\_\_\_\_

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

\_\_\_\_\_  
\_\_\_\_\_

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