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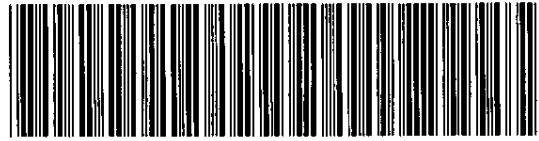
(Business Entity Name)

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2014 AUG 18 AM 11:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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CT Corporation System

515 E. Park Ave., Tallahassee, FL, 32301

850-222-1092

LAWS2LIVEBY, LLC

LAWS 2 LIVE BY INTERNATIONAL, INC.

Thank you!

<input type="checkbox"/> Profit	<input type="checkbox"/> Amendment	<input checked="" type="checkbox"/> Merger
<input type="checkbox"/> Nonprofit		
<input type="checkbox"/> Foreign	<input type="checkbox"/> Dissolution/Withdrawal	<input type="checkbox"/> Mark
	<input type="checkbox"/> Reinstatement	
<input type="checkbox"/> Limited Partnership	<input type="checkbox"/> Annual Report	<input type="checkbox"/> Other
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Merger Filing		
<input type="checkbox"/> Call When Ready	<input type="checkbox"/> Call If Problem	
<input checked="" type="checkbox"/> Walk In	<input type="checkbox"/> Will Wait	<input checked="" type="checkbox"/> Pick Up
<input type="checkbox"/> Mail Out		

Name _____
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Examiner _____
Updater _____
Verifier _____
W.P. Verifier _____

8/18/2014

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Order#:
9245340

Ref#: _____

Amount: \$ _____

ARTICLES OF MERGER
OF
LAWS2LIVEBY, LLC
(a Florida limited liability company)
INTO

LAWS 2 LIVE BY INTERNATIONAL, INC.
(a Florida not-for-profit corporation)

Under Sections 617.032, 617.1101 - 617.1108 and 605.1021 - 605.1026,
Florida Statutes

Pursuant to the provisions of Sections 617.032, 617.1101 - 617.1108 and 605.1021 - 605.1026, *Florida Statutes*, the undersigned hereby certify by these Articles of Merger as follows:

FIRST: The names of the entities which are parties to the merger are **LAWS2LIVEBY, LLC**, a Florida limited liability company ("LLC"), and **LAWS 2 LIVE BY INTERNATIONAL, INC.**, a Florida not-for-profit corporation. The surviving corporation is **LAWS 2 LIVE BY INTERNATIONAL, INC.** (the "SURVIVING CORPORATION").

SECOND: The Agreement and Plan of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

THIRD: The Agreement and Plan of Merger was duly adopted by the sole Member of LLC on June 11, 2014, in accordance with the provisions of Sections and 605.1021 - 605.1026, *Florida Statutes*, which consent was sufficient for approval.

FOURTH: The Agreement and Plan of Merger was approved by the Board of Directors and duly adopted by the sole Member of the SURVIVING CORPORATION on

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

June 11, 2014, in accordance with the applicable laws of the State of Florida,
which vote was sufficient for approval.

FIFTH: This Merger shall become effective upon and in accordance with the filing of
these Articles of Merger with the Secretary of State of Florida in accordance with the Florida
Not-For-Profit Corporation Act and the Florida Revised Limited Liability Company Act.

IN WITNESS WHEREOF, each of the parties to this Merger has caused these Articles
of Merger to be duly executed on this 11th day of June, 2014.

LAWS2LIVEBY, LLC,
a Florida limited liability company

By: 

Matthew P. Hoffman, Manager

LAWS 2 LIVE BY INTERNATIONAL, INC.,
a Florida not-for-profit corporation

By: 

Matthew P. Hoffman, President

Exhibit "A" – Agreement and Plan of Merger

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER, dated this 11th day of June, 2014, is made and entered into by and between **LAWS2LIVEBY, LLC**, an Florida limited liability company ("LLC"), and **LAWS 2 LIVE BY INTERNATIONAL, INC.**, a Florida not-for-profit corporation (the "SURVIVING CORPORATION"). LLC and the SURVIVING CORPORATION being sometimes referred to herein as the "Constituent Companies."

WITNESSETH:

WHEREAS, LLC is a limited liability company duly organized under the laws of the State of Florida; and

WHEREAS, the SURVIVING CORPORATION is a not-for-profit corporation duly incorporated under the laws of the State of Florida and is the sole Member of LLC; and

WHEREAS, the Board of Directors of the SURVIVING CORPORATION deems it advisable for the general welfare of the Constituent Companies that LLC be merged into the SURVIVING CORPORATION, which SURVIVING CORPORATION shall be the surviving entity; and

WHEREAS, for federal income tax purposes, it is acknowledged that the Constituent Companies are already treated as a single taxpayer entity in accordance with the provisions of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, the Constituent Companies agree that LLC shall be merged with and into the SURVIVING CORPORATION in accordance with applicable laws of the State of Florida and the terms and conditions of the following Agreement and Plan of Merger:

ARTICLE I THE CONSTITUENT COMPANIES

The names of the Constituent Companies to the merger are **LAWS2LIVEBY, LLC** (Florida Document No. L09000121189) and **LAWS 2 LIVE BY INTERNATIONAL, INC.** (Florida Document No. N11000003457).

ARTICLE II THE MERGER

On the Effective Date (as hereinafter defined), LLC shall be merged with and into the SURVIVING CORPORATION (the "Merger") upon the terms and subject to the conditions hereinafter set forth as permitted by and in accordance with the provisions of Chapters 617 and 605, *Florida Statutes* ("Florida Law").

ARTICLE III EFFECT OF MERGER

From and after the filing of the Articles of Merger (as defined hereinafter) in accordance with Article VIII hereof, the Constituent Companies shall be a single corporation which shall be the SURVIVING CORPORATION. From and after such filing, the separate existence of LLC shall cease, while the corporate existence of the SURVIVING CORPORATION shall continue unaffected and unimpaired. The SURVIVING CORPORATION shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a not-for-profit corporation organized under Florida Law. The SURVIVING CORPORATION shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as a private, nature of each of the Constituent Companies. All property, real, personal and mixed, and all debts due on whatever account, all other choses in action, and all and every other interest of or belonging to or due to each of the Constituent Companies shall be taken and deemed to be transferred to and vested in the SURVIVING CORPORATION without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Companies, shall not revert or be in any way impaired by reason of such Merger. The SURVIVING CORPORATION shall thenceforth be responsible and liable for all the liabilities and obligations of each of the Constituent Companies, and any claim existing or action or proceeding pending by or against any of the Constituent Companies may be prosecuted as if such Merger had not taken place, or the SURVIVING CORPORATION may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Companies shall be impaired by such Merger.

ARTICLE IV ARTICLES OF INCORPORATION AND BYLAWS; OFFICERS AND DIRECTORS

The Articles of Incorporation and Bylaws of the SURVIVING CORPORATION as in effect on the Effective Date shall survive the Merger, until the same shall thereafter be further amended or repealed as provided therein and by applicable law.

The persons who shall serve as the Directors of the SURVIVING CORPORATION shall be:

Name	Address
Matthew P. Hoffman	3104 South Emerson Street Tampa, Florida 33629
Kimberly S. Hoffman	3104 South Emerson Street Tampa, Florida 33629
Frank Shideler	903 Frankland Road South Tampa, Florida 33629
Blair Anderson	10850 Traverse Highway, Suite 3350 Traverse City, MI 49684

Name**Address**

Alfred Hoffman, Jr.

12530 Seminole Beach Road
North Palm Beach, Florida 33408

The persons who shall serve as officers of the SURVIVING CORPORATION and the offices in which they shall serve are as follows:

Name**Office**

Matthew P. Hoffman

President

Blair Anderson

Vice President

Kimberly S. Hoffman

Treasurer

Frank Shideler

Secretary

ARTICLE V**TREATMENT OF OWNERSHIP INTERESTS OF CONSTITUENT COMPANIES**

By virtue of the Merger and without any action on the part of the holders thereof, upon the Effective Date pursuant to this Agreement and Plan of Merger, the membership and ownership interests, as the case may be, of each of the Constituent Companies shall be treated in the following manner:

5.1 Each Member of the SURVIVING CORPORATION immediately prior to the filing of the Articles of Merger in accordance with Article VIII hereof shall, by virtue of the Merger and without any action on the part of such person, continue as a Member of the SURVIVING CORPORATION.

5.2 The membership interests of LLC owned by the SURVIVING CORPORATION immediately prior to the filing of the Articles of Merger in accordance with Article VIII hereof shall, by virtue of the Merger and without any action on the part of the holder thereof, cease to exist and be canceled, and no cash, securities or other property shall be issued in respect thereof.

ARTICLE VI**FURTHER ASSURANCE**

If at any time after the Effective Date the SURVIVING CORPORATION shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in the SURVIVING CORPORATION, according to the terms hereof, the title to any property or rights of LLC, the SURVIVING CORPORATION, as the sole Member of LLC, and the corresponding officers or Directors of the SURVIVING CORPORATION shall and will execute and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in the SURVIVING CORPORATION, and otherwise to carry out the purposes of this Agreement and Plan of Merger.

**ARTICLE VII
APPROVALS OF MERGER**

This Agreement and Plan of Merger shall be approved by the Board of Directors of the SURVIVING CORPORATION, and submitted to the sole Member of the SURVIVING CORPORATION for approval as provided by Florida Law. This Agreement and Plan of Merger shall be approved by the sole Member of LLC as provided by Florida Law. If duly adopted, Articles of Merger meeting the requirements of Florida Law shall be immediately filed with the Florida Secretary of State.

**ARTICLE VIII
EFFECTIVE DATE**

The Merger of LLC into the SURVIVING CORPORATION shall become effective upon the filing of the Articles of Merger in accordance with Florida Law (the "Articles of Merger"). The date and time upon which the Merger shall become effective is herein called the "Effective Date."

**ARTICLE IX
COVENANTS OF LLC**

LLC covenants and agrees that (a) it will not further amend its Articles of Organization prior to the Effective Date; and (b) it will not issue any new membership interests or rights to acquire any such membership interests prior to the Effective Date.

**ARTICLE X
COVENANTS OF THE SURVIVING CORPORATION**

The SURVIVING CORPORATION covenants and agrees that (a) it will not further amend its Articles of Incorporation prior to the Effective Date; and (b) it will not elect any additional members or issue any rights to become an additional member of the SURVIVING CORPORATION prior to the Effective Date.

**ARTICLE XI
TERMINATION**

Notwithstanding anything contained herein or elsewhere to the contrary, this Agreement and Plan of Merger may be terminated and abandoned by either party to the Merger at any time prior to the filing of the Articles of Merger with the Florida Secretary of State.

**ARTICLE XII
COUNTERPARTS**

This Agreement and Plan of Merger may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be duly executed on the day and year above written.

LAWS2LIVEBY, LLC,
a Florida limited liability company

By: 

Matthew P. Hoffman, Manager

LAWS 2 LIVE BY INTERNATIONAL, INC.,
a Florida not-for-profit corporation

By: 

Matthew P. Hoffman, President