

PO2000049807

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

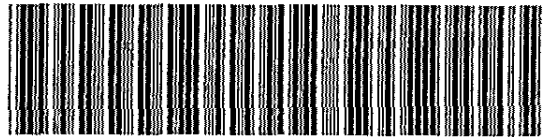
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100043519371

12/30/04--01028--007 **60.00

12/30/04--01028--008 **17.50

FILED

2004 DEC 29 PM 4:19

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CHARLES S. DALE, P.A.

414 NE 4 Street
Fort Lauderdale, FL 33301
Tel: 954-462-7472
Fax: 954-462-5472
E-mail: CDale@lawyerdale.com

December 29, 2004

Federal Express
Florida Dept. of State
Registration Section
409 E. Gaines Street
Tallahassee FL 32314

Re: Merger of Turner Bay, Inc. and Knowles Enterprise, LLC
Please Reference Our File No. 02-042

Dear Secretary of State:

Enclosed is my office check number 1562 in the amount of \$60.00 to cover the filing fee of the Articles of Merger and Plan of Merger regarding the referenced entities. Also enclosed is another check in the amount of \$17.50 for the cost of one Certified Copy of the Merger and a Certificate of Status as to Knowles Enterprise, LLC. Thank you.

Very truly yours,



Charles S. Dale
CSD/ec

Enclosures: 2 Checks
Original Articles and Plan, and one copy

cc: Client

2004 DEC 29 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>KNOWLES ENTERPRISE, LLC</u> <u>4150 N. Federal Hwy</u> <u>Ft. Lauderdale FL 33305</u>	<u>Florida</u>	<u>LLC</u>

Florida Document/Registration Number: L03000014986 FEI Number: 651191675

2. <u>TURNER BAY, INC.</u> <u>4150 N. Federal Hwy</u> <u>Ft. Lauderdale FL 33308</u>	<u>Florida</u>	<u>Corporation</u>
--	----------------	--------------------

Florida Document/Registration Number: P02000049807 FEI Number: 030437761

3. _____ _____ _____	_____	_____
----------------------------	-------	-------

Florida Document/Registration Number: _____ FEI Number: _____

4. _____ _____ _____	_____	_____
----------------------------	-------	-------

Florida Document/Registration Number: _____ FEI Number: _____

FILED
2004 DEC 29 PM 4:19
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the **surviving** party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
TURNER BAY, INC. 4150 N. Federal Hwy. Ft. Lauderdale, FL 33308	Florida	Corporation

Florida Document/Registration Number: P02000049807

FEI Number: 030437761

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member, or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

FILED
2017 DEC 29 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

JANUARY 1, 2005

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

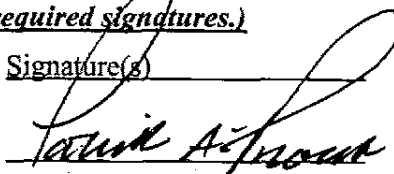
(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

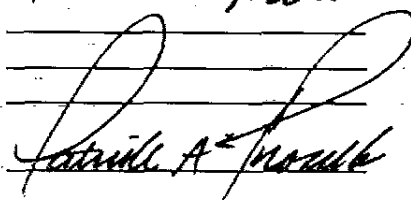
Typed or Printed Name of Individual

TURNER BAY, INC.



Patrick Knowles, Pres.

KNOWLES ENTERPRISE, LLC.



Patrick Knowles, Managing
Member

FILED
2004 DEC 29 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
KNOWLES ENTERPRISE, LLC	FLORIDA
TURNER BAY, INC.	FLORIDA

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
TURNER BAY, INC.	FLORIDA

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

Each unit of Knowles Enterprise LLC shall be exchanged for one share of Turner Bay, Inc.

(Attach additional sheet(s) if necessary)

FILED
2004 DEC 29 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

Each unit of Knowles Enterprise, LLC, shall be converted into one share of Turner Bay, Inc.

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

Does not apply as no such rights exist in either entity

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual

Florida Document/Registration Number

N/A

2004 DEC 29 PM 4:20
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

N/A

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

EIGHTH: Other provisions, if any, relating to the merger:

N/A

FILED

2004 DEC 29 PM 4:20

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)