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TALLAHASSEE, FLORIDA

T. CLINE

JUL 31 2012

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Zack P LLC

Name of Surviving Party

Please return all correspondence concerning this matter to:

Michelle Izzo

Contact Person

Baritz & Colman LLP

Firm/Company

1075 Broken Sound Parkway NW #102

Address

Boca Raton, Florida 33487

City, State and Zip Code

gwilliams@tristarmgt.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Michelle Izzo

Name of Contact Person

at (561) 864-5100

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

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

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

The following Articles of Merger are submitted to merge the following Florida Profit and/or Non-Profit Corporation(s) in accordance with s. 607.1109 or 617.0302, 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> |
|------------------------|---------------------|-------------------------|
| Zack P, Inc. PC4-19631 | Florida | Corporation |
| | | |
| | | |
| | | |

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> |
|-------------|---------------------|-------------------------|
| Zack P LLC | Delaware | limited liability |

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.

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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:

751 Park of Commerce Drive

Suite 128

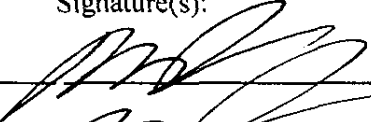

Boca Raton, Florida 33487

SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

- a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.
- b.) Agrees to promptly pay the dissenting shareholders of each domestic corporation that is a party to the merger the amount, if any, to which they are entitled under s. 607.1302, F.S.

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EIGHTH: Signature(s) for Each Party:

| Name of Entity/Organization: | Signature(s): | Typed or Printed Name of Individual: |
|------------------------------|--|---|
| Zack P, Inc. |  | Martin Pechter |
| Zack P LLC |  | Martin Pechter |
| | | |
| | | |

| | |
|-----------------------------------|--|
| 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 |

Fees: \$35.00 Per Party

Certified Copy (optional): \$8.75

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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> |
|--------------|---------------------|-------------------------|
| Zack P, Inc. | Florida | Corporation |
| | | |
| | | |
| | | |
| | | |

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> |
|-------------|---------------------|-------------------------|
| Zack P LLC | Delaware | limited liability |

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

The Florida entity shall be merged into the Delaware entity. Upon completion of the merger the Florida entity shall cease to exist. The shares in the Florida entity will be converted to membership interests in the new entity.

(Attach additional sheet if necessary)

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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:

(a) Each issued and outstanding share of stock of Zack P, Inc., on

on the effective date shall be cancelled.

(b) On the effective date of the merger, stockholder Lisa Pechter shall exchange her one hundred percent

(100%) shares in Zack P Inc for a ninety-seven percent (97%) membership interest

in Zack P LLC, to be held jointly with Martin Pechter as tenants by the entireties and the remaining

three percent (3%) shall be held by the following parties in Zack P LLC,

Nicole Pechter one percent (1%), Zachary Pechter one percent (1%) and

Danielle Pechter One percent (1%).

(Attach additional sheet if necessary)

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the 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

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(Attach additional sheet if necessary)

FIFTH: If a partnership is the survivor, the name and business address of each general partner is as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: If a limited liability company is the survivor, the name and business address of each manager or managing member is as follows:

Martin Pechter, Manager

751 Park of Commerce Drive #128

Boca Raton, Florida 33487

(Attach additional sheet if necessary)

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SEVENTH: 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)

EIGHTH: Other provision, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)

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