

PO5000072853

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

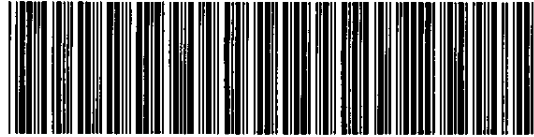
(Document Number)

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

Special Instructions to Filing Officer:

*[Handwritten signature]*

Office Use Only



900082474149

12/26/06--01002--023 \*\*90.00

RECEIVED

06 DEC 22 PM 2:55

DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

06 DEC 22 AM 8:50

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*CURIA M EN*

**CORPORATE  
ACCESS,  
INC.**

"When you need ACCESS to the world"

236 East 6th Avenue . Tallahassee, Florida 32303

P.O. Box 37066 (32315-7066) (850) 222-2666 or (800) 969-1666 . Fax (850) 222-1666

**WALK IN**

**PICK UP:**

12/22

☒ CERTIFIED COPY

☐ PHOTOCOPY

☐ CUS

☒ FILING

Merger

File 1st

**FILED**  
06 DEC 22 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

1. BC Southern Transport Co., LLC into cardioTech's fitness  
(CORPORATE NAME AND DOCUMENT #) equipment repair company

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:**

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

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

**FILED**  
06 DEC 22 AM 8:50  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>
BC Southern Transport Co., LLC	Florida	LLC
LV 6000611040		

**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>
Cardio-Techs Fitness Equipment Repair Company	Florida	Corporation

**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:

N/A  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**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:

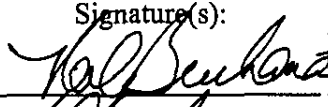

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: N/A  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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:
Cardio-Techs Fitness Equipment Repair Company		Robert A. Buchanan II, President
BC Southern Transport Co., LLC		Robert A. Buchanan II, Manager

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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
--	---------

## 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>
BC Southern Transport Co., LLC	Florida	LLC

**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>
Cardio-Techs Fitness Equipment Repair Company	Florida	Corporation

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

BC Southern Transport Co., LLC, duly organized and existing under the laws of the State of Florida, shall be merged  
with and into Cardio-Techs Fitness Equipment Repair Company, duly organized and existing under the laws of the State of Florida  
(the "Merger"), the separate existence of BC Southern Transport Co., LLC shall cease and Cardio-Techs Fitness Equipment Repair Company  
shall survive the Merger and shall continue to be governed by the laws of the State of Florida, and Cardio-Techs Fitness Equipment Repair  
Company shall be the "Surviving Corporation," and the name of the Surviving Corporation shall be Cardio-Techs Fitness Equipment  
Repair Company.

*(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:

Upon the Effective Date of the Merger, the separate existence of BC Southern Transport Co., LLC shall cease and Cardio-Techs Fitness

Equipment Repair Company, as the Surviving Corporation, (1) shall continue to possess all of its assets, interests, shares, rights,

powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall succeed, without other transfer, to all of

the assets, interests, shares, rights, powers and property of BC Southern Transport Co., LLC, (iii) shall continue to be subject to all of its debts,

liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, and (iv) shall succeed, without other transfer,

to all of the debts, liabilities and obligations of BC Southern Transport Co., LLC as if Cardio-Techs Fitness Equipment Repair Company had itself

incurred them. In addition, the directors and officers of Cardio-Techs Fitness Equipment Repair Company immediately prior to the Effective Date of the Merger

shall be the directors and officers of the Surviving Corporation. See Additional Sheet.

*(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:

Upon the Effective Date of the Merger, the separate existence of BC Southern Transport Co., LLC shall cease and Cardio-Techs Fitness

Equipment Repair Company, as the Surviving Corporation, (1) shall continue to possess all of its rights to acquire assets, interests, shares,

powers and property as constituted immediately prior to the Effective Date of the Merger, (ii) shall succeed, without other transfer, to all of

the rights to acquire assets, interests, shares, powers and property of BC Southern Transport Co., LLC, (iii) shall continue to be subject to all of its rights to

acquire debts, liabilities and obligations as constituted immediately prior to the Effective Date of the Merger, and (iv) shall succeed, without other transfer,

to all of the rights to acquire debts, liabilities and obligations of BC Southern Transport Co., LLC as if Cardio-Techs Fitness Equipment Repair Company

had itself incurred them.

*(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:

Upon the Effective Date of the Merger, the Articles of Incorporation of Cardio-Techs Fitness Equipment Repair Company as

in effect immediately prior to the Effective Date of the Merger shall continue in full force and effect as the Articles

of Incorporation of the Surviving Corporation until duly amended in accordance with the provisions thereof and applicable law.

In addition, the Bylaws of Cardio-Techs Fitness Equipment Repair Company as in effect immediately prior to the Effective Date of the Merger

shall continue in full force and effect as the Bylaws of the Surviving Corporation until duly amended in accordance with the

provisions thereof and applicable law.

*(Attach additional sheet if necessary)*

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

N/A

*(Attach additional sheet if necessary)*



## **Plan of Merger Continued**

### **Fourth**

- A. With respect to BC Southern Transport Co., LLC, the two members each have a 50% interest in the LLC. With respect to Cardio-Techs Fitness Equipment Company, there are four shareholders: two who hold 100 shares each; and two who hold 10.5 shares each.

As a result of the Merger, the two members who hold a 50% membership interest in BC Southern Transport Co., LLC will convert to their present shareholder interest in the Surviving Corporation, Cardio-Techs Fitness Equipment Company.

As a result of the Merger, the two shareholders who hold 10.5 shares each in Cardio-Techs Fitness Equipment Company will remain the same in the Surviving Corporation, Cardio-Techs Fitness Equipment Company.