

PD5000105833

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

(Document Number)

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01/20/15--01021--017 **105.00

15 FEB -3 AHIO:49
SECRETARY OF STATE
DIVISION OF CORPORATIONS

C.L.
2-6-15



FLORIDA DEPARTMENT OF STATE
Division of Corporations

January 22, 2015

KEITH BREADING / KJB RECOVERY INC
5304 1ST AVE NORTH
ST PETERSBURG, FL 33710 US

SUBJECT: KJB RECOVERY INC
Ref. Number: P05000105833

We have received your document for KJB RECOVERY INC and your check(s) totaling \$105.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

This is a cross entity merger and should be filed pursuant to 607.1109. and 605.1025. I am enclosing the correct form for your convenience.

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Carolyn Lewis
Regulatory Specialist II

Letter Number: 515A00001255

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: KJB Recovery Inc
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Keith Breading

Contact Person

KJB Recovery Inc

Firm/Company

5304 1st Ave North

Address

St Petersburg, Florida 33710

City/State and Zip Code

keithbreading@earthlink.net

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

For further information concerning this matter, please call:

Keith Breading

Name of Contact Person

At (727)

743 5727

Area Code & Daytime Telephone Number

☐ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P.O. Box 6327
Tallahassee, Florida 32314

CHECK FOR \$105
SENT 1/14/2015
NUMBER 1451

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: KTB RECOVERY INC
Name of Surviving Party

Please return all correspondence concerning this matter to:

KEITH J. BREADING

Contact Person

KTB RECOVERY INC

Firm/Company

5304 1ST AVE NORTH

Address

ST PETERSBURG, FL. 33710

City, State and Zip Code

KEITHBREADING@EARTHLINK.NET

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

For further information concerning this matter, please call:

KEITH BREADING

Name of Contact Person

at (727) 743 5727

Area Code and Daytime Telephone Number

☐ Certified Copy (optional) \$8.75

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment 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
Into
Other Business Entity**

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, 617.0302 or 605.1025, 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>
<u>KILD BREADING LLC</u>	<u>FLORIDA</u>	<u>LLC - L05000121422</u>
<u>CANTERBURY LLC</u>	<u>FLORIDA</u>	<u>LLC - L06000000509</u>
_____	_____	_____
_____	_____	_____

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>
<u>KJB RECOVERY INC</u>	<u>FLORIDA</u>	<u>INC - P05000105833</u>

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, 605, 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 no 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:

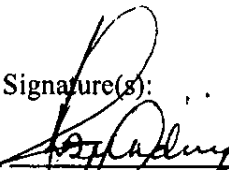
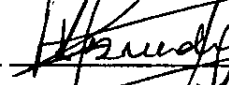
SEVENTH: If the surviving party is an out-of-state entity, the surviving entity:

- 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:
KJLD BREADING LLC		KEITH J. BREADING
CANTERBURY LLC		KEITH J. BREADING
KJB Recovery Inc.	Same	Keith J. Breading

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

Fees:

\$35.00 Per Party

Certified Copy (optional):

\$8.75

PLAN OF MERGER

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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>
<u>KSLD BREADING LLC</u>	<u>FLORIDA</u>	<u>LLC-LO5000121422</u>
<u>CANTERBURY LLC</u>	<u>FLORIDA</u>	<u>LLC-06000000509</u>

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>
<u>KIB RECOVERY INC</u>	<u>FLORIDA</u>	<u>INC-PO5000105633</u>

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

IT WAS AGREED BY BOTH MEMBERS OF BOTH ENTITIES
TO TRANSFER ALL ASSETS AND LIABILITIES TO THE
SURVIVING PARTY IE KIB RECOVERY INC OWNED 100% BY
THE SAME MEMBERS, ALL AGREED BY THE TWO MEMBERS
AND ADOPTED BY THE TWO MEMBERS OF KIBRECOVERY INC ON
THE 30TH JANUARY 2015.

(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:

STRAIGHT TRANSFER OF ALL ASSETS AND LIABILITIES
OF THE TWO MERGING LLC'S TO KJB RECOVERY INC
AGREED AND ADOPTED BY THE TWO MEMBERS ON 30TH JAN 2015

(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:

THE SURVIVING ENTITY KJB RECOVERY INC AGREES TO
ACCEP. ALL INTEREST, SHARES, OBLIGATIONS OR OTHER
SECURITIES OF THE TWO MERGING LLC'S, AGREED AND
ADOPTED BY THE TWO MEMBERS ON 30TH JAN 2015

(Attach additional sheet if necessary)

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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:

KEITH JAMES BREADING, 5304 1ST AVE N. ST PETERSBURG

FLORIDA 33710 - KIB RECOVERY INC. - PRESIDENT

LENA AARREN BREADING, 5304 1ST AVE N. ST PETERSBURG

FLORIDA 33710 - KIB RECOVERY INC. - VP & SECRETARY

(Attach additional sheet if necessary)

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)