

P07000045939

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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05/03/07--01054--020 **25.00

06/11/07--01056--002 **35.00

2007 JUN 11 AM 8:56
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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[Handwritten signature]

JOSEPH KUHARCIK
ATTORNEY AT LAW
1211 THE PLAZA
SINGER ISLAND, FLORIDA 33404
☐ TELEPHONE (561) 842-2477/FACSIMILE (561) 845-6958

June 6, 2007

Department of State
Attn: Tammi Cline
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Kimberly Design Corporstion
Ref. Number: L06000021306
My File No. CO 02.361

Dear Sir or Madam:

I have enclosed the following in connection with the above referenced matter:

1. Copy of your letter dated May 4, 2007
2. Cover Letter
3. Certificate of Merger
4. Plan of Merger
5. Check in the amount of \$35.00 made payable to Department of State for the merger into the Corporation

Please apply my check in the amount of \$25.00 (previously submitted) for the merger of the LLC.

If you have any questions, please contact me.

Very truly,



Joseph Kuharcik

JK:jrg
encls.

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TALLAHASSEE, FLORIDA

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

May 4, 2007

JOSEPH KUHARCIK
1211 THE PLAZA
SINGER ISLAND, FL 33404

SUBJECT: KIMBERLY DESIGN, LLC
Ref. Number: L06000021306

We have received your document for KIMBERLY DESIGN, LLC and your check(s) totaling \$25.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Because Chapters 607, 608, and 620, Florida Statutes, require the certificate of conversion and the documentation forming the resulting Florida business entity be filed simultaneously, the enclosed certificate of conversion cannot be filed. Our records reflect the documentation forming the resulting Florida business entity was previously filed with this office. Therefore, we are enclosing the form and instructions for filing a merger.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Document Specialist

Letter Number: 807A00031490

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TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Kimberly Design Corporation
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Joseph Kuharcik

(Contact Person)

(Firm/Company)

1211 The Plaza

(Address)

Singer Island, FL 33404

(City, State and Zip Code)

For further information concerning this matter, please call:

Joseph Kuharcik

(Name of Contact Person)

at (561) 842-2477

(Area Code and Daytime Telephone Number)

☐ Certified copy (optional) \$30.00

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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JOSEPH KUHARCIK
ATTORNEY AT LAW
1211 THE PLAZA
SINGER ISLAND, FLORIDA 33404
☎TELEPHONE (561) 842-2477/FACSIMILE (561) 845-6958

April 30, 2007

Department of State
Division of Corporations
P.O. Box 6327
Tallahassee, FL 32314

Re: Kimberly Design Corporation
My File No. CO 02.361

Dear Sir or Madam:

I have enclosed the following in connection with the above referenced matter:

1. Copy of the Articles of Incorporation
2. Certificate of Conversion
3. Check in the amount of \$25.00 made payable to Department of State for filing the Certificate of Conversion

Please provide me with a certified copy of the Certificate of Conversion for filing in the official records of Palm Beach County.

If you have any questions, please contact me.

Very truly,



Joseph Kuharcik

JK:jrg
encls.

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[illegible]

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:

Date of filing

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

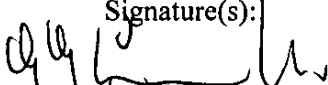
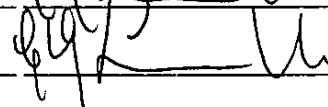
Mailing address: _____
N/A

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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:
Kimberly Design, LLC		Guido G. Lombardi, Manager
Kimberly Design Corporation		Guido G. Lombardi, President
_____	_____	_____
_____	_____	_____

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

<u>Fees:</u> 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

<u>Certified Copy (optional):</u>	\$30.00
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 TALLAHASSEE, FLORIDA

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>
Kimberly Design, 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>
Kimberly Design Corporation	Florida	Corporation

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

See attached

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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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:

See attached

(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:

See attached

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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FIFTH: 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)

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

N/A

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TALLAHASSEE, FLORIDA

(Attach additional sheet if necessary)

Page 4 of 6

THIRD: On the effective date of the merger, the separate existence of the absorbed LLC shall cease, and the surviving corporation shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the absorbed LLC, without the necessity for any separate transfer. The surviving corporation shall thereafter be responsible and liable for all liabilities and obligations of the absorbed LLC, and neither the rights of creditors nor any liens on the property of the absorbed LLC shall be impaired by the merger.

Page 5 of 6

FOURTH:

A. 1. The 100% membership interest in the absorbed LLC shall be exchanged for the issuance of 520 shares of stock in the surviving corporation. The fair value of the 100% membership interest, using customary and current valuation concepts and techniques generally employed for similar businesses in the context of the transaction, excluding any appreciation or depreciation in anticipation of the transaction, unless exclusion would be inequitable to the limited liability company and its remaining members, if any, and without discounting for lack of marketability or minority status, is determined to be \$5,200.00.

2. The conversion shall be effected as follows: After the effective date of the merger, each holder of membership certificates for interests in the absorbed LLC shall surrender them to the surviving corporation or its duly appointed agent, in such manner as the surviving corporation shall legally require. On receipt of such membership certificates, the surviving corporation shall issue and exchange therefor certificates for shares of common stock in the surviving corporation, representing the number of shares of such stock to which such holder is entitled as provided above.

3. Holders of membership certificates of the absorbed LLC shall not be entitled to dividends payable on shares of stock in the surviving corporation until certificates have been issued to such stockholders. Thereafter, each such stockholder shall be entitled to receive any dividends on shares of stock of the surviving corporation issuable to them hereunder which may have been declared and paid between the effective date of the merger and the issuance to such stockholder of the certificate for his shares in the surviving corporation.

B. There are no outstanding rights to acquire interests, shares, obligations or other securities in whole or in part, into cash or other property.

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CLERK OF SUPERIOR COURT
JAN 11 AM 8:57
CLERK OF SUPERIOR COURT