

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : ADVANCED INCORPORATING SERVICE, INC.
Account Number : 120080000093
Phone : (850) 222-2677
Fax Number : (850) 575-2724

****Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.****

Email Address: _____

**MERGER OR SHARE EXCHANGE
SAMOSET LAUNDROMAT, INC**

Certificate of Status	0
Certified Copy	0
Page Count	13
Estimated Charge	\$120.00

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MAR 11 2016

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RECEIVED
16 MAR 10 AM 10:10
FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS

Electronic Filing Menu Corporate Filing Menu Help

Weimar Advised to remove the minutes 3/11/16

03-10-18:02:46AM;From:Advanced Incorporating SeTo:6176380
03-10-18:02:46AM;3/8/2016 11:11:22 AM PAGE 1/001 FAX 031001

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March 8, 2016

SAMOSSET LAUNDROMAT, INC
7621 SADDLE CREEK TRAIL
SARASOTA, FL 34241US

SUBJECT: SAMOSSET LAUNDROMAT, INC
REF: P09000027008

3/7/16
corrected
Please keep
original file
data
Thanks

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The electronic filing cover sheet submitted with your document reflects the incorrect corporate name. The cover sheet must reflect the current name. Please generate a cover sheet under the appropriate corporate name. When resubmitting your document for filing, please also send a copy of the incorrect cover sheet marked "ABANDONED".

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.

Please verify whether or not there are 4 or 5 corporations involved in the merger. The Articles of Merger and the Plan of Merger has different surviving corporations listed.

The merger should be filed in accordance to 607.1109 for a cross entity merger or file the merger form for a limited liability company.

There's no record of SAMOSSET, INC. on file.

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

Irene Albritton
Regulatory Specialist II

FAX Aud. #: H16000058813
Letter Number: 616A00004718

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**Articles of Merger
For
Florida Profit or Non-Profit Corporation
Into
Other Business Entity**

FILED
2016 MAR -7 AM 8:58
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
Venice Car Wash of Sarasota County, LLC	Florida	LLC
Ellenton Laundromat, Inc	Florida	Corporation
Ellenton Enterprises, 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>
Samoset Laundromat, Inc	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, 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 nor more than 90 days after the date this document is filed by the Florida Department of State:

January 1, 2016

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

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:

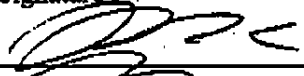



a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

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:
Venice Car Wash of Sarasota County, LLC		Bruce Nye
Ellenton Laundromat, Inc		Bruce Nye
Ellenton Enterprises, LLC		Bruce Nye
Samoset Laundromat, Inc		Bruce Nye

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

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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>
Venice Car Wash of Sarasota County, LLC	Florida	LLC
Ellenton Laundramat, Inc	Florida	Corporation
Ellenton Enterprises, 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>
Samoset Laundromat, Inc	Florida	Corporation

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

The business purpose of this merger is to consolidate the operations of three laundromat businesses in to one surviving entity so to afford ease of operation and administration and to allow the combined entity the ability to operate in a more consistent and efficient manner under the same corporate name and identity.

The shareholders of the surviving and merging corporations each own one-half interests in each of the surviving and three merging companies. There will be no ownership changes of shifts, accordingly, there will be a continuity of shareholder interest.

The surviving corporation will continue in the same business enterprise (the ownership of commercial laundromats) as operated prior to the merger. The 4 entities are all associations or corporations taxable as S Corporations for U.S. Income tax purposes. It is the intention of all shareholders that this merger be done pursuant to IRC Sec. 368(a)(1)(A) as a non-taxable reorganization.

(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:

The shareholders and members of the surviving and merging companies each own one-half interests in

both the surviving and merging companies. There will be no ownership changes or shifts, accordingly,

there will be a continuity of ownership interests.

(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:

Since the ownership interest of the surviving company will be the same as those of the merging companies,

the rights to acquire the interests, shares, obligations or other securities will remain unchanged.

(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:

(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:

(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:

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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