

PH0000 75529

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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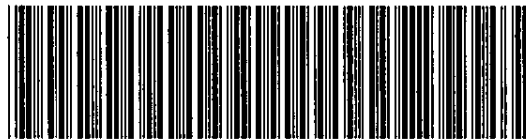
(Business Entity Name)

(Document Number)

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DIRECT DIAL: (502) 560-4207
DIRECT FAX: (502) 627-8707
tennia.hill@skofirm.com

November 20, 2014

VIA U.S. EXPRESS MAIL

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

Re: Trademark Logistics, Inc. – Document No. P11000075529

Dear Sir or Madam:

Enclosed are an original and one photocopy of the Articles of Merger for the above referenced entity, along with a check in the amount of \$70.00, representative of the filing fees. Please return the file stamped copies to me in the enclosed self-addressed envelope.

If you have any questions, please feel free to contact me.

Sincerely,

Tennia Y. Hill
Certified Kentucky Paralegal

Enclosures

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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>
P11000075529 Trademark Logistics, Inc.	Florida	Corporation
Trademark Logistics LLC	Kentucky	Limited Liability Company

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>
Trademark Logistics LLC	Kentucky	Limited Liability Company

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.

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:

8280 Orleans Boulevard

Union, Kentucky 41091

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

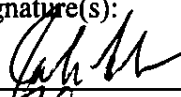
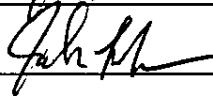
a.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce any obligation or the rights of dissenting shareholders of each domestic corporation that is party to the merger.

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:
Trademark Logistics, Inc.		John Fauls
Trademark Logistics LLC		John Fauls

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>
Trademark Logistics, Inc.	Florida	Corporation
Trademark Logistics LLC	Kentucky	Limited Liability Company

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>
Trademark Logistics LLC	Kentucky	Limited Liability Company

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

See attached.

(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:

See attached.

(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:

See attached.

(Attach additional sheet if necessary)

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:

John Fauls, 8280 Orleans Blvd., Union, KY 41091

(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:

See attached.

(Attach additional sheet if necessary)

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

See attached.

(Attach additional sheet if necessary)

**AGREEMENT AND PLAN OF MERGER
BETWEEN**

TRADEMARK LOGISTICS, INC.
(a Florida corporation)

AND

TRADEMARK LOGISTICS LLC
(a Kentucky limited liability company)

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Trademark Logistics, Inc., a Florida corporation, and Trademark Logistics LLC, a Kentucky limited liability company, in accordance with the Florida Business Corporation Act and the Kentucky Limited Liability Company Act, hereby adopt this Agreement and Plan of Merger (this "Agreement"), as follows:

ARTICLE I

The parties hereby agree to effect a merger by and between Trademark Logistics, Inc., a Florida corporation ("TL Florida"), and Trademark Logistics LLC, a Kentucky limited liability company ("TL Kentucky"). The principal office address of TL Florida and TL Kentucky is:

8280 Orleans Boulevard
Union, Kentucky 40191

ARTICLE II

The entity to survive the merger is TL Kentucky.

ARTICLE III

The Plan of Merger is as follows:

- (a) The constituent business entities that are parties to the merger are Trademark Logistics, Inc. and Trademark Logistics LLC. The name of the surviving business entity is Trademark Logistics LLC.
- (b) Limited liability is retained by the surviving business entity.
- (c) The manner and basis of converting the shares of TL Florida and the membership interests of TL Kentucky are as follows:
 - (i) Each share of common stock in TL Florida which is issued and outstanding immediately before the merger, shall, by virtue of the merger and without any action on the part of the holder thereof, be converted into one membership interest unit in TL Kentucky; and

- (ii) Each unit of membership interest in TL Kentucky outstanding immediately before the merger, shall, by virtue of the merger and as of the effective date of the merger, cease to exist.
- (d) The Articles of Organization of TL Kentucky, as in effect on the effective date of the merger, shall continue in full force and effect as the Articles of Organization of TL Kentucky and shall not be changed or amended by the merger.
- (e) TL Kentucky reserves the right and power, after the effective date of the merger, to alter, amend, change, or repeal any of the provisions contained in its Articles of Organization in the manner now or hereafter prescribed by statute, and all rights conferred on officers, managers or members herein are subject to this reservation.
- (f) The Operating Agreement of TL Kentucky, as such Operating Agreement exists on the effective date of the merger, shall remain and be the Operating Agreement of TL Kentucky until altered, amended, or repealed, or until a new Operating Agreement shall be adopted in accordance with the provisions thereof, the Articles of Organization and applicable law.
- (g) On the effective date of the merger, the separate existence of TL Florida shall cease (except to the extent continued by statute), and all of its property, rights, privileges, and franchises, of whatsoever nature and description, shall be vested in TL Kentucky, without further act or deed. Confirmatory deeds, assignments, or other like instruments, when deemed desirable by TL Kentucky to evidence such vesting of any property, right, privilege, or franchise, shall at any time, or from time to time, be made and delivered in the name of TL Florida by the last acting officers thereof, or by the corresponding officers or members of TL Kentucky.
- (h) The effective date of the merger shall be the date when the Articles of Merger are filed by the Secretary of State of Kentucky.

ARTICLE IV

4.1 This Agreement was duly approved by the Shareholders of TL Florida pursuant to a unanimous consent resolution duly executed by all of the members.

4.2 This Agreement was duly approved by the Members of TL Kentucky pursuant to a unanimous consent resolution duly executed by all of the members.

ARTICLE V

The effective date and time of the merger shall be when the Articles of Merger are filed with the Florida Secretary of State and Kentucky Secretary of State.

IN WITNESS WHEREOF, this Agreement and Plan of Merger has been executed by each of Trademark Logistics, Inc., a Florida corporation, and Trademark Logistics, LLC, a Kentucky limited liability company, pursuant to the express delegation of authority afforded by each such corporation to its Shareholders and limited liability company to its Members.

TRADEMARK LOGISTICS, INC., a
Florida corporation

TRADEMARK LOGISTICS, LLC, a
Kentucky limited liability company

By:


John Pauls, President

By:


John Pauls, Manager

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