

P13000030538

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

(Business Entity Name)

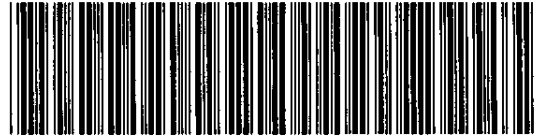
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COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: PARADISE GRILLING SYSTEMS, INC.

Name of Surviving Party

Please return all correspondence concerning this matter to:

Donna L. Draves, Esq.

Contact Person

The Draves Law Firm, P.A.

Firm/Company

120 E. Concord Street

Address

Orlando, FL 32801

City, State and Zip Code

dldraves@draveslawfirm.com

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

For further information concerning this matter, please call:

Donna L. Draves, Esq.

Name of Contact Person

at (407) 423-1183

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

THE DRAVES LAW FIRM

120 E. Concord Street • Orlando, FL 32801 • t: 407-423-1183 • f: 407-841-6746 • www.DravesLawFirm.com

December 23, 2013

VIA FEDERAL EXPRESS
AIRBILL NO. 800519265290

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

Re: Articles of Merger

Dear Sir or Madam:

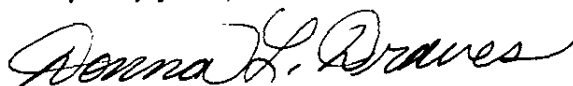
Enclosed please find:

- (1) Cover Letter; and
- (2) The original and one copy of Articles of Merger.

Kindly file the original Articles and return a certified copy to the undersigned in the enclosed envelope. Also enclosed is our firm's check in the amount of \$78.75 payable to the Florida Department of State for the filing fee and certified copy.

Thank you for your courtesies. If you require anything further, please do not hesitate to contact me.

Very truly yours,



Donna L. Draves

Encl: Check Number 5983 (\$78.75)

**Articles of Merger
For
Florida Profit or Non-Profit Corporation**

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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 or 617.0302, 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>
Paradise Outdoor Living LLC	Florida	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>
Paradise Grilling Systems, Inc.	Florida	For Profit 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:

January 1, 2014

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:

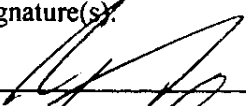
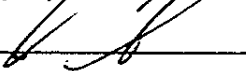
N/A

SEVENTH: If the 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.

EIGHTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Paradise Outdoor Living LLC		Ray G. Baskett, Member/Manager
Paradise Grilling Systems, Inc.		Ray G. Baskett, Director (Chairman)

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

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>
Paradise Outdoor Living LLC	Florida	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>
Paradise Grilling Systems, Inc.	Florida	For Profit Corporation

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

None other than as provided in the Florida Business Corporation Act, Chapter 607, Florida Statutes, and the Florida Limited Liability Company Act, Chapter 608, Florida Statutes.

(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:

All membership interests of the merging limited liability company will be canceled and will not be converted into shares, obligations, or other securities of the surviving corporation.

(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:

There are no outstanding rights to acquire interests, shares, obligations, or other securities of the merging entity, and no such interests will be converted.

(Attach additional sheet if necessary)

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:

N/A

(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:

No additional statements are required.

(Attach additional sheet if necessary)

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

None.

(Attach additional sheet if necessary)