

STATE OF ALABAMA

CERTIFICATE OF MERGER

PURPOSE: In order to merge one or more entities – foreign or domestic - (merging entities which will cease to exist as an entity in Alabama) into another entity - domestic or foreign - the entities must deliver to the Office of the Alabama Secretary of State a Certificate of Merger pursuant to Section 10A, Chapter 1, Article 8, Code of Alabama 1975.

INSTRUCTIONS: Mail one (1) signed copy and as many additional signed copies as there are counties of formation that must be notified of this completed Certificate of Merger (any entity formed in Alabama will need a copy for the county in which it was formed and a check to that county), the filing fee of \$100.00 for standard processing or \$200.00 for expedited processing (credit card, check, or money order) to the Secretary of State, Business Services, P.O. Box 5616, Montgomery, Alabama, 36103-5616 and the checks to the appropriate Probate Offices (you must contact the county Probate Offices to determine the county fees required) must also be included in the submission package. The merger will not be filed if the credit card does not authorize and will be removed from the index if the check is dishonored. If you desire a stamped copy of the filing for your records, you must include an additional copy and a prepaid preaddressed envelope.

The information completing this form must be typed (handwritten submissions will be rejected).
Faxed or emailed filings will not be acknowledged, processed, or returned.

I. Information on the merging entity (this is the entity which will cease to exist/terminating entity):

The name of the entity as formed/registered in Alabama (if not registered the legal name in the jurisdiction of formation/authority):

Chrome Creations, LLC

The Alabama Entity ID number: 051 - 585 (Format 000-000) *

The entity was formed in Shelby county, Alabama on 04 / 09 / 2012 (MM/DD/YYYY).

OR

The foreign entity is not currently registered to do business in Alabama: n/a

The Public Office (county courthouse, Secretary of State, governmental authority) and address of that office where formation documents are filed for the entity formed outside of Alabama:

n/a

☐ Additional merging entities attached – must provide same information as above.

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Alabama
Sec. Of State
Merger
001-784
Date
7/26/2017
Time
14:26
170726
6 Pg
File \$100.00
Ackn \$.00
Exp \$.00
Total \$100.00
07/012

(For SOS Office Use Only)

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2. Information on the **surviving entity** (this is the entity which will continue to exist):

The name of the entity as formed/registered in Alabama (if not registered the legal name in the jurisdiction of formation/authority):

CHROME CREATIONS, LLC, a Michigan limited liability company

The Alabama Entity ID number: _____ (Format 000-000) * n/a

The entity was formed in _____ county, Alabama on _____ (MM/DD/YYYY). n/a

OR

☐ The surviving entity is a Alabama domestic entity, which is not registered or is not required to register. This will result in all merging entities merging out of existence and no surviving entity registered to do business in Alabama.

☒ The surviving entity is a foreign entity which is not registered and therefore not qualified to do business in Alabama. This will result in all merging entities merging out of existence and no surviving entity registered to do business in Alabama.

**Required for entities formed outside of Alabama or
Domestic Entities Not Registered with the Alabama Secretary of State**

The Public Office (county courthouse, Secretary of State, governmental authority) and address of that office where formation documents are filed for the entity formed outside of Alabama:

**Michigan Department of Licensing and Regulatory Affairs, Corporations, Securities and Commercial
Licensing Bureau, Corporations Division**

P.O. Box 30054, Lansing, Michigan 48909

3. The effective date of the merger shall be: _____ (MM/DD/YYYY - date must be the date received by the Office of the Secretary of State or a later date which may not be later than the 90th day after the date the instrument was signed). **The index of the Alabama Secretary of State will not reflect a date prior to the date received/filed by that office.**
4. The undersigned certify that the Plan of Merger has been approved and executed by each of the entities, which are to merge in accordance with *Code of Alabama of 1975*, Title 10A.
5. The undersigned certify that if the surviving or resulting entity is one in which one or more owners lack limited liability protection, each owner of an entity party to the merger who is to be an owner of the surviving entity without limited liability protection has consented to the merger in writing.
6. The undersigned certify that a copy of the Plan of Merger shall be furnished on request and without cost to any owner of any entity, which is a party to this merger.
7. A copy of the Plan of Merger is on file at a place of business the surviving entity which is (street address):

3612 Roland Dr., Bloomfield Hills, MI 48301

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8. Amendments to surviving entity's formation documents (name changes may require a name reservation):
n/a

9. **Foreign Entity requirement – merging or surviving:** copy of the filed merger document certified by the jurisdiction of formation/authority showing that the merger was effectuated prior to the effective date of this filing. Demonstrates compliance with 10A-1-8.02(f)(b)(2).

10. **Foreign Entity requirement – surviving entity only:** Undersigned certifies that the surviving foreign entity resulting from this merger is deemed: (1) To consent that service of process in a proceeding to enforce any obligation or any dissenter's rights of owners of each domestic entity a party to the merger or conversion may be made by registered mail addressed to the surviving or converted entity at the address set forth in the certificate of merger or statement of conversion, as the case may be, or by any method provided by the Alabama Rules of Civil Procedure. Any notice or demand required or permitted by law to be served on the domestic entity may be served on the surviving or converted foreign entity by registered mail addressed to the surviving or converted entity at the address set forth in the plan of merger or statement of conversion, as the case may be, or in any other manner similar to the procedure provided by the Alabama Rules of Civil Procedure for the service of process; and (2) To agree that it will promptly pay to dissenting owners of each domestic entity that is a party to the merger or conversion the amount, if any, to which they are entitled under Alabama law. [10A-1-8.04]

☒ Copies of any other documents which are consistent with Title 10A of the Alabama Code 1975 have been attached. (May include Plan of Merger, additional Signature pages as attachments, etc.)

06/20/ 2017
Date

Chrome Creations, LLC, an Alabama limited liability company,

By: Richard Niborski, Manager

Typed Name and Title of Signature Below

X Richard Niborski

Signature of Person Authorized to Sign per 10A-1-4.01, Alabama Code
Chrome Creations, LLC, a Michigan limited liability company

06/20/ 2017
Date

By: Richard Niborski, Manager

Typed Name and Title of Signature Below

X Richard Niborski

Signature of Person Authorized to Sign per 10A-1-4.01, Alabama Code

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS

FILING ENDORSEMENT



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This is to Certify that the CERTIFICATE OF MERGER

for

CHROME CREATIONS, LLC

ID NUMBER: F20971

received by facsimile transmission on July 12, 2017 is hereby endorsed.

Filed on July 24, 2017 by the Administrator.

This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.



Sent by Facsimile Transmission

In testimony whereof, I have hereunto set my hand and affixed the Seal of the Department, in the City of Lansing, this 24th day of July, 2017.

Julia Dale

**Julia Dale, Director
Corporations, Securities & Commercial Licensing Bureau**

CSCD/CD-750 (Rev. 02/17)

MICHIGAN DEPARTMENT OF LICENSING AND REGULATORY AFFAIRS CORPORATIONS, SECURITIES & COMMERCIAL LICENSING BUREAU			
Date Received		(FOR BUREAU USE ONLY)	
		This document is effective on the date filed, unless a subsequent effective date within 90 days after received date is stated in the document.	
Name KLS Kemp Klein Law Firm			
Address 201 W. Big Beaver Road, Suite 600			
City Troy	State MI	ZIP Code 48084	EFFECTIVE DATE

Document will be returned to the name and address you enter above.
If left blank, document will be returned to the registered office.

CERTIFICATE OF MERGER
For use by Limited Liability Companies
(Please read information and instructions on the last page)

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Pursuant to the provisions of Act 23, Public Acts of 1993, the undersigned execute the following Certificate of Merger:

1. The name of each constituent limited liability company and their identification numbers are:	
Chrome Creations, LLC, a Michigan limited liability company	F20971
Chrome Creations, LLC, an Alabama limited liability company	051-585
2. The name of the surviving limited liability company and its identification number is:	
Chrome Creations, LLC, a Michigan limited liability company	F20971
3. Check one of the following:	
<input checked="" type="checkbox"/> There are no changes to be made to the Articles of Organization of the surviving limited liability company.	
<input type="checkbox"/> The amendments to the Articles, or a restatement of the Articles, of the surviving limited liability company to be effected by the merger are as follows:	

4. Other provisions with respect to the merger are as follows:



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5. Complete only if an effective date is desired other than the date of filing. This date must be no more than 90 days after receipt of this document in this office.

The merger shall be effective on the _____ day of _____.

6. The Plan of Merger was approved by the members of each constituent limited liability company in accordance with section 702(1).

7. The merger is permitted by the law of the jurisdiction under whose law each foreign constituent company is organized and each foreign constituent company has complied with that law in effecting the merger.

8. The assumed names being transferred to continue for the remaining effective period of the Certificate of Assumed Name on file prior to the merger are:

Assumed name

LLC transferred from

Expiration date

9. Nonsurvivor name as new assumed names under which business is to be conducted are:

This Certificate is hereby signed as required by Section 103 of the Act.

Signed this 20 day of June 2017

Chrome Creations, LLC, a Michigan LLC

By Richard Niborski
(Signature of Member, Manager or Authorized Agent)

Richard Niborski, Manager

N76203

Signed this 20 day of June 2017

Chrome Creations, LLC an Alabama LLC

By Richard Niborski
(Signature of Member, Manager or Authorized Agent)

Richard Niborski, Manager

[Handwritten signature]

Secretary of State
State of Alabama

I hereby certify that this is a
true and complete copy of the
document filed in this office
on July 26, 2017

DATE July 26, 2017
J. H. Merrill
Secretary of State



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