

# A99000001438

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**MERGER OR SHARE EXCHANGE**  
**Fern Development, Ltd.**

Certificate of Status	0
Certified Copy	0
Page Count	05
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*5-18-15*

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**CERTIFICATE OF MERGER  
FOR  
FLORIDA LIMITED PARTNERSHIP**

Pursuant to the provisions of Chapters 605 and 620, Florida Statutes, the following Certificate of Merger is submitted to merge Fig Development, LLC, a Florida limited liability company (the "Disappearing Entity"), with and into Fern Development, Ltd., a Florida limited partnership (the "Surviving Entity"), as follows:

1. **Plan of Merger.** Attached as Exhibit A is a copy of the plan of merger (the "Plan of Merger"), dated as of May 14, 2015, between the Surviving Entity and the Disappearing Entity, setting forth the plan of merger whereby the Disappearing Entity will merge with and into the Surviving Entity.

2. **Adoption of Plan of Merger.** The Plan of Merger was approved and adopted by the sole general partner and all of the limited partners of the Surviving Entity by written consent dated as of May 14, 2015, and approved and adopted by all of the members and the manager of the Disappearing Entity by written consent dated as of May 14, 2015. The Plan of Merger has been approved in accordance with the applicable provisions of Chapters 605 and 620, Florida Statutes.

3. **Effective Time.** The merger of the Disappearing Entity with and into the Surviving Entity in accordance with the Plan of Merger is to become effective as of the filing of this Certificate of Merger.

4. **Certificate of Limited Partnership.** The Certificate of Limited Partnership of the Surviving Entity, as now in force and effect, shall remain in force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the Florida Statutes.

IN WITNESS WHEREOF, this Certificate of Merger has been duly executed as of May 14, 2015.

**SURVIVING ENTITY:**  
499000001438

FERN DEVELOPMENT, LTD.,  
a Florida limited partnership

By: Fern Development Corp.,  
a Florida corporation, its general partner.

By: [Signature]  
Robert J. Schmier, President

**DISAPPEARING ENTITY:**

FIG DEVELOPMENT, LLC,  
a Florida limited liability company

By: Fig Manager Corp.,  
a Florida corporation, its manager

By: [Signature]  
Robert J. Schmier, President

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**EXHIBIT A**  
**PLAN OF MERGER**

See attached.

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## PLAN OF MERGER

This Plan of Merger (the "Plan") dated as of May 14, 2015, is by and between Fig Development, LLC, a Florida limited liability company (the "Disappearing Entity"), and Fern Development, Ltd., a Florida limited partnership (the "Surviving Entity").

### BACKGROUND

WHEREAS, all of the members and the manager of the Disappearing Entity, and the sole general partner and all of the limited partners of the Surviving Entity, have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

### PLAN OF MERGER

1. Upon the terms and subject to the conditions set forth in this Plan, and in accordance with the applicable provisions of Florida law, at the Effective Time (as defined below), the Disappearing Entity shall be merged with and into the Surviving Entity. As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and the Surviving Entity are referred to collectively as the "Constituent Entities".
2. The Merger shall become effective as of the effective date and time provided for in the Articles of Merger (the "Effective Time").
3. The Certificate of Limited Partnership of the Surviving Entity as in effect at the effective time of the Merger shall be the Certificate of Limited Partnership of the Surviving Entity after the Effective Time. A new Agreement of Limited Partnership of the Surviving Entity is being executed in connection with the Merger.
4. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.
5. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

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6. At the Effective Time, by virtue of the Merger and without any action on the part of the Constituent Entities, all of the membership interests in the Disappearing Entity shall be cancelled, and all of the members of the Disappearing Entity and all of the partners of the Surviving Entity shall have percentage interests in the Surviving Entity as set forth in the new Agreement of Limited Partnership of the Surviving Entity.

IN WITNESS WHEREOF, the parties hereto have duly executed this Plan as of the day and year first above written.

**SURVIVING ENTITY:**

**DISAPPEARING ENTITY:**

FERN DEVELOPMENT, LTD.,  
a Florida limited partnership

FIG DEVELOPMENT, LLC,  
a Florida limited liability company

By: Fern Development Corp.,  
a Florida corporation, its general partner

By: Fig Manager Corp.,  
a Florida corporation, its manager

By:   
Robert J. Schmier, President

By:   
Robert J. Schmier, President

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