

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

**L0000000 2327**

DePlonty Properties LLC

600004425266--D  
-06/18/01--01099--025  
\*\*\*\*\*60.00 \*\*\*\*\*60.00

- Art of Inc. File
- LTD Partnership File
- Foreign Corp. File
- L.C. File Amend.
- Fictitious Name File
- Trade/Service Mark
- Merger File
- Art. of Amend. File
- RA Resignation
- Dissolution / Withdrawal
- Annual Report / Reinstatement
- Cert. Copy
- Photo Copy
- Certificate of Good Standing
- Certificate of Status
- Certificate of Fictitious Name
- Corp Record Search
- Officer Search
- Fictitious Search
- Fictitious Owner Search
- Vehicle Search
- Driving Record
- UCC 1 or 3 File
- UCC 11 Search
- UCC 11 Retrieval
- Courier

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

01 JUN 19 PM 12:13

FILED

DIVISION OF CORPORATION  
01 JUN 18 PM 1:55

L00-2327

01160/02110/00671

Signature \_\_\_\_\_

Requested by: LW

Name

Date

Time

6/18 12:54

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_



FLORIDA DEPARTMENT OF STATE  
Katherine Harris  
Secretary of State

June 18, 2001

CAPITAL CONNECTION, INC.

SUBJECT: DEPLONTY PROPERTIES, L.L.C.  
Ref. Number: L00000002327

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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We have received your document for DEPLONTY PROPERTIES, L.L.C. and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following:

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6051.

Trevor Brumbley  
Document Specialist

Letter Number: 101A00037068

**ARTICLES OF MERGER  
OF  
DEPLONTY CONSTRUCTION, INC.  
INTO  
DEPLONTY PROPERTIES, L.L.C.**

01 JUN 19 PM 12:13  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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Pursuant to Section 607.1109 and Section 608.4382 of the Florida Statutes, the undersigned Companies, DEPLONTY CONSTRUCTION, INC., a Florida Corporation, and DEPLONTY PROPERTIES, L.L.C., a Florida Limited Liability Company, adopt the following Articles of Merger for the purpose of merging DEPLONTY CONSTRUCTION, INC. into DEPLONTY PROPERTIES, L.L.C.:

**Plan of Merger**

1. The Plan of Merger setting forth the terms and conditions of the merger of DEPLONTY CONSTRUCTION, INC. into DEPLONTY PROPERTIES, L.L.C. is attached to these Articles as an Exhibit and incorporated herein by reference. DEPLONTY PROPERTIES, L.L.C. shall be the Surviving Company. Maryann Olson, Managing Member  
28200 Bermont  
Punta Gorda, FL

422088  
L00000001327  
Adoption of Plan 33982

2. There is one (1) member of DEPLONTY PROPERTIES, L.L.C. and he holds 100% of all member interests that were entitled to vote on the Plan of Merger. He voted all of his member interests in favor of the Plan of Merger at a special meeting of the Members of DEPLONTY PROPERTIES, L.L.C. held effective 06/01/01.

3. The Plan of Merger was approved by the Member of DEPLONTY PROPERTIES, L.L.C. at a special meeting of the Members held effective 06/01/01.

4. There are 300,000 shares of common stock, each of \$.01 par value of DEPLONTY CONSTRUCTION, INC. issued and outstanding that were entitled to vote on the Plan of Merger. All shares were voted in favor of the Plan of Merger, and zero (0) shares were voted against the Plan of Merger at a special meeting of the Shareholders of DEPLONTY CONSTRUCTION, INC. held effective 06/01/01.

5. The Plan of Merger was approved by the Board of Directors of DEPLONTY CONSTRUCTION, INC. at a special meeting of the Board held effective 06/01/01.

**Effective Date**

6. The Plan of Merger shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

**IN WITNESS WHEREOF**, each of the undersigned Corporations have caused these Articles of Merger to be signed effective 06/01/01.

DEPLONTY CONSTRUCTION, INC.

By: Duane G. DePlonty

DUANE DEPLONTY

Its: President

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01 JUN 19 PM 12:14  
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TALLAHASSEE, FLORIDA

DEPLONTY PROPERTIES, L.L.C.

By: Maryann Olson  
MARYANN OLSON

Its: Manager

**AGREEMENT OF MERGER AND  
PLAN OF REORGANIZATION  
MERGING  
DEPLONTY CONSTRUCTION, INC.  
INTO  
DEPLONTY PROPERTIES, L.L.C.**

01 JUN 19 PM 12: 14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

**THIS AGREEMENT** of Merger and Plan of Reorganization is made effective 06/01/04, by and between DEPLONTY CONSTRUCTION, INC., a Florida Corporation (the "Merging Corporation"), and DEPLONTY PROPERTIES, L.L.C., a Florida Limited Liability Company (the "Surviving Corporation"). The Merging Corporation and Surviving Company are sometimes referred to in this Agreement as the "Constituent Corporations."

**WHEREAS**, the principal and registered office of the Surviving Company is in the State of Florida, located at 28200 Bermont Road, Punta Gorda, FL 33982, Charlotte County, Florida, its Registered Agent being Greg Betterton, whose address is 981 Ridgewood Avenue, Venice, FL 34292.

**WHEREAS**, the principal and registered office of the Merging Corporation is in the State of Florida, located at 28200 Bermont Road, Punta Gorda, FL 33982, Charlotte County, Florida, its Registered Agent being MaryAnn Olson, whose address is the same as the Merging Corporation.

**WHEREAS**, the Surviving Company is a manager managed single member limited liability company.

**WHEREAS**, the sole shareholder of Merging Corporation is the same as the sole member of the Surviving Company.

**WHEREAS**, the Members and Directors of the Constituent Companies deem it advisable and to the advantage of the two companies that the Merging Corporation be merged into the Surviving Company on the terms and conditions provided in this Agreement, and in accordance with the laws of the State of Florida, for the purpose of providing for more efficient operations of the business and saving professional costs.

**NOW, THEREFORE**, in consideration of the premises and of the mutual agreements contained in this Agreement and Plan of Merger, the Constituent Companies have agreed and do hereby agree to merge on the terms and conditions stated below:

**ARTICLE I**

The Constituent Companies hereby agree that the Merging Corporation shall be merged with and into the Surviving Company, and the Merging Corporation and the Surviving Company shall be a single Limited Liability Company. The Surviving Company shall be the entity continuing after

the merger, and the separate existence of the Merging Corporation shall cease on the effective date of this Agreement.

**ARTICLE II**

The mode of carrying the merger into effect shall be as follows:

Since all shares of the outstanding capital stock of the Merging Corporation are currently owned by the same Shareholder as the member interest of the Surviving Company, no additional member interest need be issued by the Surviving Company to reflect the ownership interest of the member after the effective date. The certificates representing the shares of stock of the Merging Corporation shall be surrendered and canceled on the effective date. The then outstanding member interest of the Surviving Company shall be unaffected by the merger and shall continue to constitute all of the outstanding member interest in the Surviving Company.

**ARTICLE III**

Pursuant to applicable Statutory provisions, this Agreement shall be submitted separately to the Shareholder of the Merging Corporation and the Member of the Surviving Company in the manner provided by the laws of the State of Florida for approval.

**ARTICLE IV**

This Agreement of Merger and Plan of Reorganization shall be effective upon the date of filing of this document with the Secretary of the State of Florida.

**IN WITNESS WHEREOF**, the Constituent Corporations have caused their respective names to be signed to this Agreement, by their respective officers who are duly authorized by the respective Boards of each Company.

DEPLONTY CONSTRUCTION, INC.

By: *Duane E. DePlonty*  
DUANE DEPLONTY

Its: President

DEPLONTY PROPERTIES, L.L.C.

By: *Maryann Olson*  
MARYANN OLSON

Its: Manager

01 JUN 19 PM 12:14  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

FILED

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

DEPLONTY CONSTRUCTION, INC. a Florida entity, 422088

into

**DEPLONTY PROPERTIES, L.L.C.**, a Florida entity L00000002327

File date: June 19, 2001

Corporate Specialist: Tammi Cline