

L 0500008 9480

(Requestor's Name)

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PICK-UP WAIT MAIL

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B. KOHR

JUN 25 2008

EXAMINER



500131616955

06/24/08--01010--024 **50.00

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08 JUN 24 11:11:51
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

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08 JUN 25 PM 3:30
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CAPITAL CONNECTION, INC.

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

1616 River Road, LLC /
1624 River Road LLC

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08 JUN 26 PM 3:30
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- ___ Art of Inc. File _____
- ___ LTD Partnership File _____
- ___ Foreign Corp. File _____
- ✓ L.C. File Merger
- ___ Fictitious Name File _____
- ___ Trade/Service Mark _____
- ✓ Merger File LLC
- ___ 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 _____

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Signature

Requested by: Seth

6/24

11:30

Name

Date

Time

Walk-In

Will Pick Up

Courier



FLORIDA DEPARTMENT OF STATE
Division of Corporations

June 24, 2008

CAPITAL CONNECTION

TALLAHASSEE, FL

SUBJECT: 1616 RIVER ROAD, LLC
Ref. Number: L05000089480

We have received your document for 1616 RIVER ROAD, LLC and your check totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Please note that we have RETAINED your \$50.00 payment.

We realize that the corporation C. ATKERSON, INC. is the Managing Member of both entities. However, the signature section on page 3 must contain a separate signature for each entity involved in the merger. So there must be one signature for 1624 RIVER ROAD, LLC, and a second, separate signature for 1616 RIVER ROAD, LLC.

Also, there must be a notation with each signature stating that C. ATKERSON, INC. is the Managing Member of that particular LLC.

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) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 008A00038097

RECEIVED

08 JUN 25 PM 2:04

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

TALLAHASSEE, FLORIDA

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08 JUN 25 PM 3:30

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
08 JUN 25 PM 3:30

**Certificate of Merger
For
Florida Limited Liability Company**

FILED
08 JUN 25 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, 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>
1624 River Road, LLC	Florida	Limited Liability Company

✓ 06000067415

FILED
08 JUN 25 PM 3:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
1616 River Road, LLC	Florida	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, 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:

N/A

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 survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

EIGHTH: If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

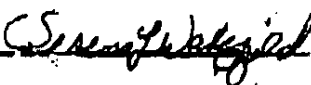

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
1616 River Road, LLC, BY: C. Atkinson, Inc.		Serena L. Wakefield Vice President
1624 River Road, LLC, BY: C. Atkinson, Inc.,		Serena L. Wakefield Vice President

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

<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

Certified Copy (optional): \$30.00

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>
1624 River Road, 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>
1616 River Road, LLC	Florida	Limited Liability Company

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

- A. As of the date of filing of the Articles of Merger with the Florida Secretary of State, 1624 RIVER ROAD, LLC, a Florida limited liability company ("Merging Entity") shall merge with and into 1616 RIVER ROAD, LLC, a Florida limited liability company ("Surviving Entity").
- B. After the merger, the Surviving Entity will retain the name 1616 RIVER ROAD, LLC, a Florida limited liability company.
- C. The Merging Entity shall be merged with and into the Surviving Entity and the Surviving Entity shall continue to be governed by the laws of the State of Florida, and the separate existence of the Merging Entity shall automatically cease. On the effective date of the merger, the existing Articles of Organization and Operating Agreement for 1616 River Road, LLC shall be organizational documents for the Surviving Entity.
- D. On the effective date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature and description, of the Merging Entity, including any choices in action belonging to it, shall be transferred to, vested in and shall devolve upon the Surviving Entity, without further act or deed; and all property rights, privileges and franchises, and every other interest, shall be as effectually the property of the Surviving Entity as they were of each of the respective entities, and the title to all real estate vested in either of the entities shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the Surviving Entity. All debts, liabilities and duties of the respective entities shall, thereafter, be assumed by and attached to the Surviving Entity, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred and contracted by the Surviving Entity.

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:

N/A

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into 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:

N/A

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

(Attach additional sheet if necessary)

SIXTH: Other provisions, if any, relating to the merger are as follows:

N/A

(Attach additional sheet if necessary)