

L160000175538

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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Merger
R. WHITE
FEB 14 2018

FILED
18 FEB 13 PM 3:53



FLORIDA DEPARTMENT OF STATE
Division of Corporations

February 2, 2018

AMY L YOUNG
1020 LAKE SUMTER LANDING
THE VILLAGES, FL 32162

SUBJECT: THE VILLAGES LAND COMPANY, LLC
Ref. Number: L16000175538

RECEIVED
18 FEB 13 PM 12:14
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

We have received your document for THE VILLAGES LAND COMPANY, LLC and your check(s) totaling \$80.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

As a condition of a merger, pursuant to s.605.0212(8), Florida Statutes, each party to the merger must be active and current in filing its annual reports with the Department of State through December 31 of the calendar year in which the articles of merger are submitted for filing.

L16000175538-THE VILLAGES LAND COMPANY LLC, needs to file it's annual report before merger can be filed.

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) 245-6050.

Rebekah White
Regulatory Specialist II

Letter Number: 018A00002280



Office of General Counsel
Brian D. Hudson, Esq.
(352) 753-6729

February 12, 2018

VIA FEDEX OVERNIGHT DELIVERY TO:

Amendment Section, Attn: Rebekah White
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: RP Fenney Transfer Company, LLC (Document No. L18000011015) merger into The Villages Land Company, LLC (Document No. L16000175538)

Dear Ms. White,

Enclosed please find Articles of Merger of a Domestic Limited Liability Company into a Domestic Limited Liability Company ("Articles") regarding RP Fenney Transfer Company, LLC merging into The Villages Land Company, LLC (together with Exhibit "A" thereto).

Also enclosed is a copy of your correspondence wherein you rejected our earlier filing of the Articles of Merger due to lack of filing the 2018 annual report of The Villages Land Company, LLC together with a current certificate of status of The Villages Land Company, LLC which states that the annual report was filed today.

Please return the certified copy of the Articles to my attention, utilizing the enclosed self-addressed pre-paid FedEx label and envelope. I may be reached at (352) 753-6729 or amy.young@thevillages.com should there be any questions or if additional information is required.

Best regards,

A handwritten signature in black ink, appearing to read "Amy L. Young".

Amy L. Young

Enclosure

STATE OF FLORIDA
ARTICLES OF MERGER OF A
DOMESTIC LIMITED LIABILITY COMPANY
INTO A DOMESTIC LIMITED LIABILITY COMPANY

FILED

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The following Articles of Merger are being submitted in accordance with Section 605.1025, Florida Statutes.

First: The name of the entity being merged into the other is RP Fenney Transfer Company, LLC, a Florida limited liability company, with its principal office located at 1020 Lake Sumter Landing, The Villages, Florida 32162.

Second: The name of the surviving entity is The Villages Land Company, LLC, a Florida limited liability company, with its principal office located at 1020 Lake Sumter Landing, The Villages, Florida 32162.

Third: The Plan of Merger is attached as *Exhibit "A"*, and meets the requirements of Sections 605.1021 – 605.1026, Florida Statutes.

Fourth: On January 30, 2018, the Plan of Merger was adopted and approved by all Members of The Villages Land Company, LLC, a Florida limited liability company, and RP Fenney Transfer Company, LLC, a Florida limited liability company, in accordance with Sections 605.1021 – 605.1026, Florida Statutes.

Fifth: The Villages Land Company, LLC, a Florida limited liability company, agrees to pay to any members of either RP Fenney Transfer Company, LLC or The Villages Land Company, LLC with appraisal rights the amount to which such members are entitled under the provisions of Sections 605.1006 and 605.1061 - 605.1072, Florida Statutes.

Sixth: The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of the date first written above.

RP FENNEY TRANSFER COMPANY, LLC,
a Florida limited liability company

By: _____

Martin L. D'Zuro, Manager

THE VILLAGES LAND COMPANY, LLC,
a Florida limited liability company

BY: **TVL Company, LLC**, a Florida limited
liability company, its Manager

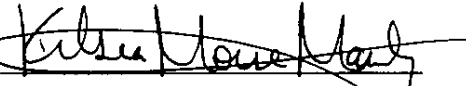
By: 
Kelsea Morse Manly, Manager

EXHIBIT "A"

**PLAN OF MERGER
RP FENNEY TRANSFER COMPANY, LLC,
WITH AND INTO
THE VILLAGES LAND COMPANY, LLC**

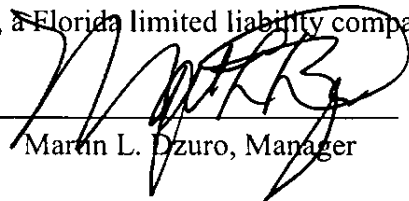
This Plan of Merger is dated as of January 30, 2018, and formed by and between RP Fenney Transfer Company, LLC, a Florida limited liability company, and The Villages Land Company, LLC, a Florida limited liability company, in accordance with the provisions of Sections 605.1021 - 605.1026, Florida Statutes.

1. **Merging Entity**: The name of the merging entity is RP Fenney Transfer Company, LLC, a Florida limited liability company.
2. **Surviving Entity**: The name of the surviving entity is The Villages Land Company, LLC, a Florida limited liability company.
3. **Terms and Conditions**: The terms and conditions of the merger are as follows: The Villages Land Company, LLC, a Florida limited liability company, shall acquire one hundred percent (100%) of the membership interests of RP Fenney Transfer Company, LLC, a Florida limited liability company.

IN WITNESS WHEREOF, the undersigned have executed this Plan of Merger as of the date first written above.

MERGING ENTITY:

**RP FENNEY TRANSFER COMPANY,
LLC, a Florida limited liability company**

By: 
Martin L. Dzuro, Manager

SURVIVING ENTITY:

**THE VILLAGES LAND COMPANY,
LLC, a Florida limited liability company**

BY: **TVL Company, LLC, a Florida limited
liability company, its Manager**

By: 
Martin L. Dzuro, Manager