

M04000000396

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP  WAIT  MAIL

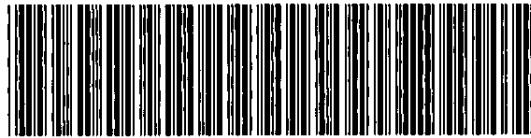
(Business Entity Name)

(Document Number)

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RECEIVED

09 JAN 30 PM 2:42

STATE OF FLORIDA  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

FILED

09 JAN 30 PM 2:45

STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

B. KOHR  
FEB - 3 2009  
EXAMINER

CORPDIRECT AGENTS, INC. (formerly CCRS)  
515 EAST PARK AVENUE  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: KATIE WONSCH

DATE: 01/30/2009

REF. #: 000321.98692

CORP. NAME: RSBC, LLC

*\*File First\**  
*-please stamp at 2:45 pm*  
FILED  
09 JAN 30 PM 2:45  
TALLAHASSEE, FLORIDA

- ARTICLES OF INCORPORATION       ARTICLES OF AMENDMENT       ARTICLES OF DISSOLUTION
- ANNUAL REPORT       TRADEMARK/SERVICE MARK       FICTITIOUS NAME
- FOREIGN QUALIFICATION       LIMITED PARTNERSHIP       LIMITED LIABILITY
- REINSTATEMENT       MERGER       WITHDRAWAL
- CERTIFICATE OF CANCELLATION
- OTHER:

STATE FEES PREPAID WITH CHECK# 529120 FOR \$ 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- CERTIFIED COPY       CERTIFICATE OF GOOD STANDING       PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

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

FILED  
09 JAN 30 PM 2:45  
TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, form/entity type, and jurisdiction of the merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RSBC, 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>
RSBC Delaware, LLC	Delaware	limited liability company

**THIRD:** The attached plan of merger was approved by RSBC, LLC, a Florida limited liability company that is a party to the merger in accordance with Section 608.438, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by RSBC Delaware, LLC, a Delaware limited liability company, that is a party to the merger in accordance with the applicable laws of the state of Delaware, under which such entity is formed.

**FIFTH:** The effective date of the merger is the date this document is filed with the Florida Department of State.

**SIXTH:** The principal office address of RSBC Delaware, LLC, a Delaware limited liability company (the "Surviving Entity"), is: 450 E. Las Olas Blvd., Suite 1500, Fort Lauderdale, FL 33301. The Surviving Entity is duly authorized to transact business in Florida under document number M04000000396, dated as of January 29, 2004.

**SEVENTH:** The Surviving Entity agrees to pay to any members with appraisal rights the amount, to which such members are entitles under ss. 608.4351-608.43595, Florida Statutes.


*[Signature page as follows]*

The undersigned have caused this Certificate of Merger to be executed on the 30<sup>th</sup> day of January, 2009.

**MERGING ENTITY:**

RSBC, LLC, a Florida limited liability company

By: HUIZENGA HOLDINGS, INC.,  
a Florida corporation, its sole member

By:   
Name: Cris V. Branden  
Title: Vice President

**SURVIVING ENTITY:**

RSBC DELAWARE, LLC, a Delaware limited liability company

By: HUIZENGA HOLDINGS, INC.,  
a Florida corporation, its sole member

By:   
Name: Cris V. Branden  
Title: Vice President

**AGREEMENT AND PLAN OF MERGER**

**THIS AGREEMENT AND PLAN OF MERGER** (the "**Agreement**") is made and entered into this 30<sup>th</sup> day of January, 2009, by and among **RSBC DELAWARE, LLC**, a Delaware limited liability company (the "**Surviving Entity**") and **RSBC, LLC**, a Florida limited liability company (the "**Merging Entity**").

**WITNESSETH:**

**WHEREAS**, the Surviving Entity is a limited liability company duly organized and existing under and by virtue of the laws of the State of Delaware;

**WHEREAS**, the Merging Entity is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida; and

**WHEREAS**, pursuant to duly authorized actions by the Sole Member and Manager of the Merging Entity and by the Sole Member and Manager of the Surviving Entity, the Merging Entity and the Surviving Entity have determined that they shall merge (the "**Merger**") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with Section 18-209 of the Delaware Limited Liability Company Act and Section 608.438 of the Florida Limited Liability Company Act.

**NOW THEREFORE**, in consideration of the mutual promises herein contained, the Merging Entity and the Surviving Entity hereby agree as follows:

1. **MERGER**. At the Effective Time (as herein defined), the Merging Entity shall be merged with and into the Surviving Entity upon the terms and conditions set forth in this Agreement.

2. **SURVIVING ENTITY**. At the Effective Time:

(a) The Surviving Entity shall be the surviving entity of the Merger and shall continue to exist as a limited liability company under and be governed by the laws of the State of Delaware, with all of the rights and obligations as are provided by Delaware law;

(b) The Merging Entity shall cease to exist, and its property shall become the property of the Surviving Entity as the surviving entity of the Merger; and

(c) Management of the Surviving Entity shall be vested in the Manager, Huizenga Holdings, Inc., with a business address of 450 East Las Olas Blvd., Suite 1500, Fort Lauderdale, Florida 33301.

3. **CHARTER DOCUMENTS**. At the Effective Time:

(a) The Articles of Organization of the Surviving Entity, as in effect immediately prior to the Effective Time, shall be the Articles of Organization of the Surviving Entity;

(b) The Operating Agreement of the Surviving Entity, as in effect immediately prior to the Effective Time, shall be the Operating Agreement of the Surviving Entity; and

(c) The Sole Member of the Surviving Entity immediately prior to the Effective Time shall be the Sole Member of the Surviving Entity, and the Manager of the Surviving Entity immediately prior to the Effective Time shall be the Manager of the Surviving Entity and shall retain such designation for the term provided by law or in the Operating Agreement, or until his successor is elected and qualified.

4. **MANNER AND BASIS OF CONVERTING INTERESTS.** At the Effective Time, (a) all of the issued and outstanding membership interests of the Merging Entity and any rights to acquire membership interests or other securities or obligations of the Merging Entity shall be surrendered to the Surviving Entity and canceled, and no membership interests of the Surviving Entity or cash or other property will be issued in exchange therefor or in respect thereof, and (b) all of the issued and outstanding membership interests of the Surviving Entity shall remain outstanding, and the current member of the Surviving Entity shall continue to own the same number and type of membership interests of the Surviving Entity as he owned prior to the Effective Time.

5. **APPROVAL.** The Merger contemplated by this Agreement has previously been submitted to and adopted and/or approved by the Sole Member and Manager of the Merging Entity and by the Sole Member and Manager of the Surviving Entity. The Sole Member and Manager of the Merging Entity (acting by and through the Manager or any representative of the Merging Entity designated by the Manager) and the Sole Member and Manager of the Surviving Entity (acting by and through the Manager or any representative of the Surviving Entity designated by the Manager) shall be, and hereby is, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.

6. **EFFECTIVE TIME OF MERGER.** The Merger shall be effective at the time of filing of the Certificate of Merger with respect to the Merger with the Office of the Secretary of State of the State of Delaware (the "**Effective Time**").

7. **MISCELLANEOUS.**

(a) **Governing Law.** This Agreement shall be construed in accordance with the laws of the State of Delaware.

(b) **No Third Party Beneficiaries.** The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the Sole Member of the Merging Entity and the Sole Member of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.

(c) **Complete Agreement.** This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified

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except by a writing signed by the party to be charged by said amendment, change or modification.

(d) **Counterparts**. This Agreement may be executed in any number of counterparts and each such counterpart shall be deemed to be an original instrument, but all of such counterparts together shall constitute but one agreement.

*(Signatures on following page)*

**IN WITNESS WHEREOF**, the parties hereto have caused this Agreement to be duly executed and delivered as of the day and year first above written.

**CONSTITUENT ENTITIES:**

**MERGING ENTITY:**

**RSBC, LLC**, a Florida limited liability company

By: **HUIZENGA HOLDINGS, INC.**, a Florida corporation, its sole Member

By:  \_\_\_\_\_

Name: Cris V. Branden

Title: Vice President

**SURVIVING ENTITY:**

**RSBC DELAWARE, LLC**, a Delaware limited liability company

By: **HUIZENGA HOLDINGS, INC.**, a Florida corporation, its sole Member

By:  \_\_\_\_\_

Name: Cris V. Branden

Title: Vice President