

Division of Corporations

Page 1 of 1

Florida Department of State
Division of Corporations
Public Access System

Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H07000308794 3)))



H070003087943ABC6

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To:

Division of Corporations
Fax Number : (850)617-6380

From:

Account Name : HENDERSON, FRANKLIN, STARNES & HOLT, P.A.
Account Number : 075410002172
Phone : (239)344-1100
Fax Number : (239)344-1200

MERGER OR SHARE EXCHANGE

TULARE FARM 1, LLLP

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$105.00

Electronic Filing Menu

Corporate Filing Menu

Help

RECEIVED
2007 DEC 31 AM 8:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED
07 DEC 31 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H07000308794 3

**CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY LIMITED PARTNERSHIP**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Limited Partnerships in accordance with § 620.2106, 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>
Tulare Farm 2, LLP	Florida	limited liability limited partnership

A06-30

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>
Tulare Farm 1, LLP	Florida	limited liability limited partnership

A06-29

THIRD: The attached Plan of Merger was approved by each domestic limited liability limited partnership that is a party to the merger in accordance with the applicable provisions of Chapter 620, Florida Statutes.

FOURTH: The effective date of the merger shall be the date this document is filed with the Florida Department of State.

Tulare Farm 1, LLP
By: TF1-G, LLC, Sole General Partner

By: Maxwell L. Press
Its: Manager

Tulare Farm 2, LLP
By: TF1-G, LLC, Sole General Partner

By: Maxwell L. Press
Its: Manager

07 DEC 31 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

FAX AUDIT NO.: H07000308794 3

FAX AUDIT NO.: B07000308794 3

PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with §620.2107, F.S., is being submitted in accordance with §620.2108, F.S.

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>
Tulare Farm 2, LLLP	Florida	limited liability limited partnership

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>
Tulare Farm 1, LLLP	Florida	limited liability limited partnership

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

1. **Merger.** In accordance with the provisions of the Florida Revised Uniform Limited Partnership Act of 2005, Tulare Farm 2, LLLP (the "Merging Entity"), shall merge with and into Tulare Farm 1, LLLP (collectively hereinafter referred to as the "Merger"), the separate existence of the Merging Entity, shall cease, and Tulare Farm 1, LLLP shall survive the Merger and continue to exist as the surviving entity (the "Surviving Entity").

2. **Effective Date.** The Merger shall become effective as of the date the Certificate of Merger is filed with the Florida Department of State (the "Effective Date").

3. **Effect of Merger.** The Merger shall have the effect set forth in the Florida Revised Uniform Limited Partnership Act of 2005.

4. **Surviving Partners.** The Partners of the Surviving Entity as of the Effective Date shall remain the Partners of the Surviving Entity following the Effective Date.

FOURTH: The manner and basis of converting the partnership interests of the merging party into partnership interests of the Surviving Entity, in whole or in part, into cash or other property are as follows:

A. Immediately prior to the Effective Date, all of the outstanding partnership interests in the Merging Entity were owned by the owners of all the outstanding partnership interests in the Surviving Entity, in the same proportion as they hold their interests in the Surviving Entity. Upon the Effective Date, each partnership interest of the Merging Entity shall terminate. Each partnership interest of the

FAX AUDIT NO.: B07000308794 3

FILED
01 DEC 31 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

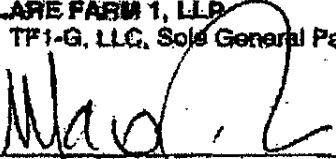
FAX AUDIT NO.: H07000308794 3

Surviving Entity that is outstanding immediately prior to the Effective Date shall continue to represent a partnership interest of the Surviving Entity following the Merger.

B. There are no authorized or outstanding ~~rights to acquire~~ interests, partnership interests, obligations or other securities of the merging party. Therefore, there is no manner or basis of converting ~~rights to acquire~~ interests, partnership interests, obligations or other securities of the merging party into ~~rights to acquire~~ interests, membership units, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property.

The undersigned have executed this Plan of Merger as of the 31 day of December, 2007.

TULARE FARM 1, LLP
By: TP1-G, LLC, Sole General Partner


By: Maxwell L. Press
Its: Manager

TULARE FARM 2, LLP
By: TP1-G, LLC, Sole General Partner


By: Maxwell L. Press
Its: Manager

FILED
07 DEC 31 AM 9:35
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FAX AUDIT NO.: H07000308794 3