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TALLAHASSEE, FLORIDA

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C. LEWIS
DEC 16 2008
EXAMINER

BOOKER & ASSOCIATES, P.A.
ATTORNEYS AT LAW

KIM C. BOOKER
MATTHEW GAB.E

1019 TOWN CENTER DRIVE, SUITE 201
ORANGE CITY, FLORIDA 32763
PHONE (386) 774-6552
FAX (386) 774-5997

December 5, 2008

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, Florida 32301

RE: Dale A. Sutthoff Family Limited Partnership

Dear Sir/Madam:

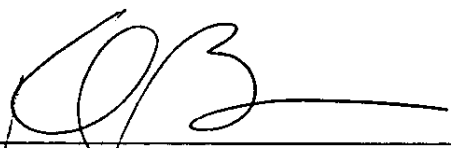
Enclosed herein please find the Plan of Merger and Articles of Merger, for filing.

Thank you for your assistance in this filing. If you have any questions regarding this matter, please do not hesitate to contact my office.

Sincerely,

Booker & Associates, P.A.

By


Kim C. Booker, Attorney at Law

KCB:mrmm

Enclosures

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**Certificate of Merger
For
Florida Limited Partnership or Limited Liability Limited Partnership**

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TALLAHASSEE, FLORIDA

The following Certificate of Merger is submitted in accordance with s. 620.2108, 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>
West Volusia Towne Centre II, LLLP	Florida	LLLP
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
Dale A. Sutthoff Family Limited Partnership	Florida	FLP

THIRD: The date the merger is effective under the governing laws of the surviving party is: December 17, 2008.

(NOTE: If survivor is a Florida limited partnership or limited liability limited partnership, effective date cannot be prior to nor more than 90 days after the date this document is filed by the Florida Department of State. If survivor is not a Florida limited partnership or limited liability limited partnership, effective date shall be as provided in survivor's governing statute.)

FOURTH: The merger was approved by each party as required by its governing law.

FIFTH: If the surviving party is a foreign organization not qualified to transact business in this state, the street address and mailing address of an office which the Florida Department of State may use for the purposes of s. 620.2109(2), F.S., are as follows:

Street address:

Mailing address:

SIXTH: Other provisions, if any, relating to the merger:

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SEVENTH: Signature(s) for Each Party:

(Merger must be signed by all general partners of Florida limited partnerships or limited liability limited partnerships and by the authorized representative of each other party.)

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
West Volusia Towne Centre II, LLLP	<i>Dale A. Sutthoff</i>	Dale A. Sutthoff
Dale A. Sutthoff	<i>Dale A. Sutthoff</i>	Dale A. Sutthoff
Family Limited Partnership	<i>Virginia Sutthoff</i>	Virginia Sutthoff

Fees: Filing Fees: \$52.50 Per Party
Certified Copy: \$52.50 (Optional)
Certificate of Status: \$8.75 (Optional)

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PLAN OF MERGER

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This Plan of Merger entered into this 25th day of November, 2008, by and between Dale A. Sutthoff Family Limited Partnership, a Florida limited partnership, FEI Number 3437183 ("Sutthoff Family Partnership"), and West Volusia Towne Centre II, LLLP, a Florida limited liability limited partnership, FEI number 26-0642372 ("WVTC II").

WITNESSETH:

WHEREAS, on July 3rd, 2008, the Sutthoff Family Partnership acquired the partners' partnership interests in WVTC II, which resulted in its 100% ownership of WVTC II;

WHEREAS, on July 3rd, 2008, the general partner of WVTC II assigned its partnership interest to Sutthoff Development Services, Inc, a Florida corporation, which is the general partner of Sutthoff Family Partnership ("Sutthoff General Partner");

WHEREAS, the Sutthoff Family Partnership and WVTC II have the same general partner and the Sutthoff Family Partnership is the only limited partner for WVTC II;

WHEREAS, Sutthoff General Partner deems it advisable and generally to the advantage and welfare of the two partnerships and their respective limited partners that WVTC II merge with Sutthoff Family Partnership under and pursuant to the provisions of Florida Partnership Laws of Florida; and

WHEREAS, the general partner and limited partners of the Sutthoff Family Partnership and WVTC II approved the terms and conditions of the merger.

NOW, therefore, in consideration of the premises and of the mutual agreements herein contained and of the mutual benefits hereby provided, it is agreed by and between the parties hereto as follows:

1. **Approval.** On November 25, 2008, the general partner and limited partners of the Sutthoff Family Partnership and WVTC II unanimously adopted and approved this Plan of Merger by Written Consents to Action.

2. **Merger.** Upon the Effective Date, WVTC II shall be merged into Sutthoff Family Partnership.

3. **Effective Date.** The Articles of Merger shall become effective immediately on the date the Certificate of Merger is filed with the Florida Department of State. ("Effective Date").

4. **Surviving Entity.** The Sutthoff Family Partnership shall survive the merger herein contemplated and shall continue to be governed by the laws of the state of Florida, but the separate entity existence of WVTC II shall cease forthwith upon the Effective Date.

5. **Partnership Interests.** The limited liability partnership interests in WVTC II shall be converted into limited partnership interests in Sutthoff Family Partnership, and there shall not be an increase in partnership units, unless and until the same shall be changed in accordance with the laws of the state of Florida.

6. **Partnership Management.** The name of the general partner of the Sutthoff Family Partnership following the Effective Date, who shall be one (1) in number and who shall serve as the general partner from the Effective Date until its successor shall be qualified, is as follows:

Name: Sutthoff Development Services, Inc, a Florida corporation

Address: 925 Winifred Way
The Villages, Florida 32162-1622

7. **Book Entries.** The merger contemplated hereby shall be treated as a pooling of interests and as of the Effective Date entries shall be made upon the books of the Sutthoff Family Partnership in accordance with the following:

- (a) The assets and liability of WVTC II shall be recorded at the amounts at which they are carried on the books of WVTC II immediately prior to the Effective Date.
- (b) There shall be credited to Sutthoff Family Partnership's capital account and interest in the income, profits, gains, and losses of, and right to receive distributions and return of capital contributions from WVTC, resulting from the merger of the partnership interests of WVTC II into Sutthoff Family Partnership.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed by the general partner of each of them pursuant to authority given by their respective partnerships agreements.

Approved by the General Partner at a meeting duly held on Nov. 25, 2008, 2008

DALE A. SUTTHOFF FAMILY LIMITED PARTNERSHIP
a Florida limited partnership

By: **Sutthoff Development Services, Inc.,**
a Florida corporation, its General Partner

By: *Dale A. Sutthoff*
Name: Dale A. Sutthoff
Title: President

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Approved by the General Partner at a meeting duly held on Nov, 25, 2008, 2008

WEST VOLUSIA TOWNE CENTRE II, LLLP
a Florida limited liability limited partnership

By: Sutthoff Development Services, Inc.,
a Florida corporation, its General Partner

By: *Dale A. Sutthoff*
Name: Dale A. Sutthoff
Title: President

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 25 day of November 2008, before me, the undersigned, personally appeared Dale A. Sutthoff, known to me to be the President of Sutthoff Development Services, Inc., a Florida corporation, as the General Partner of Dale A. Sutthoff Family Limited Partnership, a limited partnership organized and existing under the laws of the state of Florida, and acknowledged to me that the foregoing constitutes the Plan of Merger of Dale A. Sutthoff Family Limited Partnership and West Volusia Towne Centre II, and that he has executed the foregoing instrument in his capacity as the sole officer of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.

Mary Helen R. Murphy
Notary Public
My Commission Expires: 12/27/2010



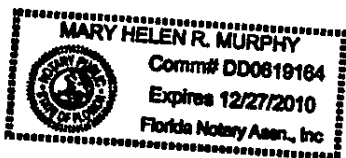
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

STATE OF FLORIDA
COUNTY OF VOLUSIA

On this 25 day of November 2008, before me, the undersigned, personally appeared Dale A. Sutthoff, known to me to be the President of Sutthoff Development Services, Inc., a Florida corporation, as the General Partner of West Volusia Towne Centre II, a limited liability limited partnership organized and existing under the laws of the state of Florida, and acknowledged to me that the foregoing constitutes the Plan of Merger of Dale A. Sutthoff Family Limited Partnership and West Volusia Towne Centre II, and that he has executed the foregoing instrument in his capacity as the sole officer of said corporation as the free act, deed and agreement of said corporation.

IN WITNESS WHEREOF, I have set my hand and official seal the day and year first above written.

Mary Helen R. Murphy
Notary Public
My Commission Expires: 12/27/2010



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TALLAHASSEE, FLORIDA