

# L000000002349



ACCOUNT NO. : 072100000032

REFERENCE : 605747 81093A

AUTHORIZATION :

COST LIMIT : \$ PPD

ORDER DATE : February 29, 2000

ORDER TIME : 11:17 AM

ORDER NO. : 605747-085

CUSTOMER NO: 81093A

CUSTOMER: John F. Stewart, Esq  
Sheppard Brett Stewart &  
2121 West First Street  
P. O. Drawer 400  
Ft. Myers, FL 33901

500003152895--8  
-03/01/00--01065--010  
\*\*\*\*\*160.00 \*\*\*\*\*35.00

500003152895--8  
-03/07/00--01038--004  
\*\*\*\*\*25.00 \*\*\*\*\*25.00

ARTICLES OF MERGER

ROGER PRITCHARD, INC.

INTO

ROGER PRITCHARD, L.L.C.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

       CERTIFIED COPY  
XX        PLAIN STAMPED COPY

CONTACT PERSON: Janine Lazzarini  
EXAMINER'S INITIALS:

6/1/7

FILE 2nd

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00 MAR - 1 08 MAR 97 PM 12:08  
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TALLAHASSEE DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

L00-2349

Name	
Availability	
Updater	
Updater	
Verifier	
Acknowledgement	
W. P. Verifier	

ARTICLES OF MERGER  
Merger Sheet

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MERGING:

ROGER PRITCHARD, INC. a Florida corporation #V36104

into

**ROGER PRITCHARD, L.L.C.**, a Florida entity L00000002349

File date: March 1, 2000

Corporate Specialist: Lee Rivers



FLORIDA DEPARTMENT OF STATE

Katherine Harris  
Secretary of State

March 1, 2000

JANINE LAZZARINI  
CSC

SUBJECT: ROGER PRITCHARD, L.L.C.  
Ref. Number: L00000002349

**RESUBMIT**  
Please give original  
submission date as file date.

We have received your document for ROGER PRITCHARD, L.L.C. and your check(s) totaling \$160.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The plan of merger must either provide the name(s) and address(es) of the manager(s) of the limited liability company or state the limited liability company is not managed by one or more managers.

Please return your document, along with a copy of this letter, within 60 days of your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 487-6020.

Tammi Cline  
Document Specialist

Letter Number: 700A00011319

**FILED**  
00 MAR -1 AM 10:37  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE

**RECEIVED**  
00 MAR -6 AM 9:56  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

## ARTICLES OF MERGER

The following Articles of Merger are being submitted in accordance with Section 608.4382, Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction and entity type for each merging party are as follows:

<u>Name/Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Roger Pritchard, Inc. 1473 Periwinkle Way Sanibel, FL 33957 Florida Document/Registration No.: V36104	Florida	Corporation
FEI: 65-0337743		

<u>Name/Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Roger Pritchard, L.L.C. 1473 Periwinkle Way Sanibel, FL 33957 Florida Document/Registration No.: _____	Florida	Limited Liability Company
FEI: 65-0961730 L 00000002349		

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00 MAR - 1 AM 10:37  
TALLAHASSEE FLORIDA  
SECRETARY OF STATE

**SECOND:** The exact name, street address of its principal office, jurisdiction and entity type of the surviving party are as follows:

<u>Name/Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Roger Pritchard, L.L.C. 1473 Periwinkle Way Sanibel, FL 33957 Florida Document/Registration No.: _____	Florida	Limited Liability Company
FEI: 65-0961730 L 00000002349		

**THIRD:** The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each domestic corporation and limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

**FOURTH:** The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Articles of Organization of the limited liability company that is a party to the merger.

**FIFTH:** The merger shall be effective at 12:00 A.M. on March 1, 2000.

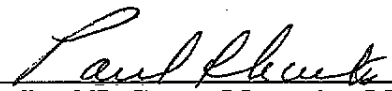
**SIXTH:** The Articles of Merger comply and are executed in accordance with the laws of the State of Florida.

**SEVENTH:** Signatures for each party are as follows:

**Roger Pritchard, Inc.**

By:   
Roger C. Pritchard, President

**Roger Pritchard, L.L.C.**

By:   
Paul F. Gaeta, Managing Member

**FILED**  
00 MAR -1 AM 10:37  
SECRETARY OF STATE  
TALLAHASSEE FLORIDA

## PLAN OF MERGER

The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with Section 608.4381, Florida Statutes, is being submitted in accordance with Section 608.438, Florida Statutes.

**FIRST:** The exact name and jurisdiction of each merging party are as follows:

<u>Name:</u>	<u>Jurisdiction:</u>
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Roger Pritchard, Inc.	Florida
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Roger Pritchard, L.L.C.	Florida
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**SECOND:** The exact name and jurisdiction of the surviving party are as follows:

<u>Name:</u>	<u>Jurisdiction:</u>
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Roger Pritchard, L.L.C.	Florida
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**THIRD:** The terms and conditions of the merger are as follows:

- (A) The shareholders of Roger Pritchard, Inc. shall transfer their corporate stock to Roger Pritchard, L.L.C. in exchange for their member interests in Roger Pritchard, L.L.C..
- (B) Roger Pritchard, Inc. shall then liquidate on the same day as the stock transfer with the L.L.C. acting as the sole shareholder in receipt of the liquidating distribution.

- 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 other securities of the survivor, in whole or in part, into cash or other property are as described in paragraph Third herein.
  - (B) The Limited Liability Company is not managed by one or more managers and is a member managed company.

(C) The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as described in paragraph Third herein.

Approved and Agreed this 25<sup>TH</sup> day of FEBRUARY, 2000.

Roger Pritchard, Inc.

By: Roger C. Pritchard  
Roger C. Pritchard, President

Roger Pritchard, L.L.C.

By: Paul F. Gaeta  
Paul F. Gaeta, Managing Member

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00 MAR - 1 AM 10:37  
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