

Division of Corporations

Page 1 of 1

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MERGER OR SHARE EXCHANGE

Heritage Park Retirement Communities, LLC

Certificate of Status	0
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**CERTIFICATE OF MERGER
OF**

LIBERTY INN, LLC
(a Florida limited liability company)

WITH AND INTO

HERITAGE PARK RETIREMENT COMMUNITIES, LLC
(a Florida limited liability company)

The following Certificate of Merger is submitted in accordance with the Florida Limited Liability Company Act (the "Act"), pursuant to Section 608.4382, Florida Statutes.

FIRST: The merging party is LIBERTY INN, LLC, a Florida limited liability company.

SECOND: The surviving party is HERITAGE PARK RETIREMENT COMMUNITIES, LLC, a Florida limited liability company.

THIRD: The attached Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The date of filing of this Certificate of Merger shall be the effective date of this merger (the "Effective Date").

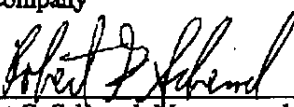
MERGING PARTY:

LIBERTY INN, LLC, a Florida limited liability company

By: 
Robert G. Schemel, Manager and Authorized Representative

SURVIVING PARTY:

HERITAGE PARK RETIREMENT COMMUNITIES, LLC, a Florida limited liability company

By: 
Robert G. Schemel, Manager and Authorized Representative

**PLAN AND AGREEMENT OF MERGER
OF**

LIBERTY INN, LLC
(a Florida limited liability company)

WITH AND INTO

HERITAGE PARK RETIREMENT COMMUNITIES, LLC
(a Florida limited liability company)

THIS PLAN AND AGREEMENT OF MERGER (this "Agreement") is dated December 3, 2013, by and between LIBERTY INN, LLC, a Florida limited liability company ("LI"), as the merging party, and HERITAGE PARK RETIREMENT COMMUNITIES, LLC, a Florida limited liability company ("HPRC"), as the surviving party.

WHEREAS, ROBERT G. SCHEMEL and THE ROBERT G. SCHEMEL 1998 FAMILY TRUST under agreement dated December 31, 1998, own seventy-nine percent (79%) and twenty-one percent (21%), respectively, of the issued and outstanding membership interests in HPRC; and

WHEREAS, HPRC owns one hundred percent (100%) of the issued and outstanding membership interests in LI; and

WHEREAS, LI and HPRC desire to enter into this Agreement for the merger of LI with and into HPRC.

NOW THEREFORE, in consideration of the foregoing, the mutual covenants and agreements contained herein, and other good and valuable consideration the receipt and sufficiency of which are hereby acknowledged, the parties hereto intending to be legally bound do hereby agree as follows:

1. Merger. On and as of the Effective Date (as defined herein), LI shall be merged with and into HPRC in accordance with the laws of the State of Florida and this Agreement.

2. Surviving Entity. On and as of the Effective Date, the separate existence of LI shall cease, and HPRC shall be the surviving entity, which shall continue as a limited liability company under the laws of the State of Florida.

3. Terms and Conditions of Merger. The terms and conditions of the merger are as follows:

- a. Assumption of Assets. On and as of the Effective Date, all property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of LI shall be transferred to and vested in HPRC without further act or deed.

- b. Assumption of Obligations. On and as of the Effective Date, all obligations of LI shall become obligations of HPRC.

4. Certificate of Formation and Operating Agreement. The Articles of Organization and Operating Agreement of HPRC immediately prior to the merger shall survive as the Articles of Organization and Operating Agreement of the surviving party.

5. Effective Date. The date of filing of the Certificate of Merger with the Florida Department of State shall be the effective date of this merger (the "Effective Date").

6. Membership Interests.

- a. Membership interests of LI immediately prior to the Effective Date shall not be converted in any manner, but each said interests which are issued immediately prior to Effective Date shall be surrendered and extinguished. There shall be no changes to the membership interests of HPRC.
- b. Upon the Effective Date, all rights in respect of membership interests of LI shall be canceled. There shall be no change in the rights in respect of membership interests in HPRC.

7. Managing Member. HPRC is the surviving entity and it is to be manager-managed in accordance with its Operating Agreement and the laws of the State of Florida. The name and address of the manager is ROBERT G. SCHEMEL, 843 South Atlantic Drive, Lantana, Florida 33462.

IN WITNESS WHEREOF, the parties have executed this Agreement on the day and year first above written.

MERGING PARTY:

LIBERTY INN, LLC, a Florida limited liability company

By: 

Robert G. Schemel, Manager

SURVIVING PARTY:

HERITAGE PARK RETIREMENT COMMUNITIES, LLC, a Florida limited liability company

By: 

Robert G. Schemel, Manager