

**L01000010702**

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**MERGER OR SHARE EXCHANGE  
FERKING FAMILY LLC**

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**CERTIFICATE OF MERGER**  
of  
**FERKING PROPERTIES, LLP,**  
a Florida general partnership

into

**FERKING FAMILY LLC,**  
a Florida limited liability company

The following Certificate of Merger is submitted to merge the following Florida general partnership into the following Florida limited liability company, in accordance with sections 620.8918 and 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Ferking Properties, LLP	Florida	General Partnership
Florida Document/Registration Number: GP0100001178		FEI Number: 59-3728025
2. Ferking Family LLC	Florida	Limited Liability Company
Florida Document/Registration Number: L01000010702		FEI Number 59-3728101

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<i>Ferking Family LLC</i>	Florida	Limited Liability Company
Florida Document/Registration Number: L01000010702		FEI Number 59-3728101

**THIRD:** The attached Plan of Merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached Plan of Merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated. N/A

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

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows: N/A

SEVENTH: Signature(s) for Each Party:

**FERKING PROPERTIES, LLP**

BY: FERKING FAMILY LLC, a General Partner

BY: RHEBA J. FERKING REVOCABLE TRUST DATED OCTOBER 9, 1984, a Member

By: Dee Ann Devane  
Dee Ann Devane, Trustee

BY: CARL R. FERKING REVOCABLE TRUST DATED OCTOBER 10, 1984, a Member

By: Dee Ann Devane  
Dee Ann Devane, Trustee

By: Dee Ann Devane  
Dee Ann Devane, sole Manager

BY: RHEBA J. FERKING REVOCABLE TRUST DATED OCTOBER 9, 1984, a General Partner

By: Dee Ann Devane  
Dee Ann Devane, Trustee

**FERKING FAMILY LLC**

BY: RHEBA J. FERKING REVOCABLE TRUST DATED OCTOBER 9 1984, a Member

By: Dee Ann Devane  
Dee Ann Devane, Trustee

BY: CARL R. FERKING REVOCABLE TRUST DATED OCTOBER 10, 1984, a Member

By: Dee Ann Devane  
Dee Ann Devane, Trustee

By: Dee Ann Devane  
Dee Ann Devane, sole Manager

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**PLAN OF MERGER**

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The following plan of merger, which was adopted and approved by each party to the merger in accordance with section(s) 607.1107, 617.1103, 608.4381 and/or 620.8917, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.8916, Florida Statutes.

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

Name	Jurisdiction	Form/Entity Type
1. Ferking Properties, LLP (hereinafter referred to as the "Merging Entity") Florida Document/Registration Number: GP0100001178	Florida	General Partnership FEI Number: 59-3728025
2. Ferking Family LLC Florida Document/Registration Number: L01000010702	Florida	Limited Liability Company FEI Number 59-3728101

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

Name	Jurisdiction	Form/Entity Type
Ferking Family LLC (hereinafter referred to as the "Surviving Entity") Florida Document/Registration Number: L01000010702	Florida	Limited Liability Company FEI Number 59-3728101

**THIRD:** This merger shall be effective upon filing of a Certificate of Merger with the Florida Department of State (the "Effective Date of the Merger").

**FOURTH:** The terms and conditions of the merger are as follows:

The Merging Entity shall be merged with and into the Surviving Entity, in accordance with the applicable provisions of the laws of the State of Florida, effective upon The Effective Date of the Merger.

Upon the Effective Date of the Merger, the Merging Entity and the Surviving Entity shall be a single entity, which shall be FERKING FAMILY LLC as the Surviving Entity, which shall continue to exist as a limited liability company under the laws of the State of Florida, and the separate existence of FERKING PROPERTIES, LLP shall cease except to the extent provided by the laws of the State of Florida. The Surviving Entity shall succeed to all the rights, assets, properties, interests, estate, privileges, liabilities and obligations of the Merging Entity.

**FIFTH:** The Articles of Organization of FERKING FAMILY LLC at the Effective Date of the Merger shall continue as the Articles of Organization of the Surviving Entity.

**SIXTH:** The Operating Agreement of FERKING FAMILY LLC at the Effective Date of the Merger shall continue as the Operating Agreement of the Surviving Entity.

**SEVENTH:** The manner and basis of converting the interests, shares, obligations or other securities of the Merging Entity into the interests, shares, obligations or other securities of the Surviving Entity, in whole or in part, into cash or other property are as follows:

- a) At and as of the Effective Date of the Merger, each authorized and outstanding membership share of FERKING FAMILY LLC, by virtue of the merger and without any action on the part of the holder thereof, shall remain outstanding as one fully paid and nonassessable membership share of the Surviving Entity; and
- b) At and as of the Effective Date of the Merger, each authorized and outstanding partnership interest of FERKING PROPERTIES, L.P., by virtue of the merger and without any action on the part of the holder thereof, shall be cancelled.

**EIGHTH:** Signature(s) for each party:

**FERKING PROPERTIES, LLP**

**FERKING FAMILY LLC**

**BY: FERKING FAMILY LLC, a General Partner**

**BY: RHEBA J. FERKING REVOCABLE TRUST DATED OCTOBER 9 1984, a Member**

**BY: RHEBA J. FERKING REVOCABLE TRUST DATED OCTOBER 9, 1984, a Member**

By: Dee Ann Devane  
Dee Ann Devane, Trustee

By: Dee Ann Devane  
Dee Ann Devane, Trustee

**BY: CARL R. FERKING REVOCABLE TRUST DATED OCTOBER 10, 1984, a Member**

**BY: CARL R. FERKING REVOCABLE TRUST DATED OCTOBER 10, 1984, a Member**

By: Dee Ann Devane  
Dee Ann Devane, Trustee

By: Dee Ann Devane  
Dee Ann Devane, Trustee

**BY: Dee Ann Devane, sole Manager**

By: Dee Ann Devane  
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