

L01000022854

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



600062318356

FILED

05 DEC 22 AM 10:53

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

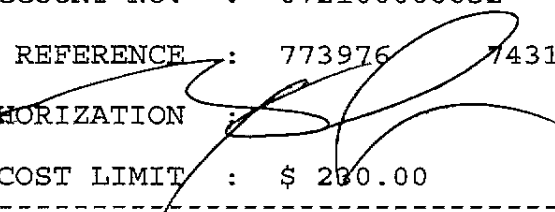
RECEIVED

05 DEC 22 PM 12:30

CLERK OF COURT



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 773976 7431587
AUTHORIZATION : 
COST LIMIT : \$ 200.00

FILED
05 DEC 22 AM 10:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 22, 2005
ORDER TIME : 11:03 AM
ORDER NO. : 773976-005
CUSTOMER NO: 7431587

ARTICLES OF MERGER

RYAN FINANCING, LLC

INTO

THE RYAN GROUP, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX _____ CERTIFIED COPY
_____ PLAIN STAMPED COPY

CONTACT PERSON: Kelly Courtney

EXAMINER'S INITIALS: _____

ARTICLES OF MERGER

The following articles of merger are being submitted in accordance with section(s) 607.1109, 608 4382, and/or 620.203, 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 and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. <u>Ryan Financing, LLC</u> <u>2502 N. Rocky Point Drive, Suite 1050</u> <u>Tampa, Florida 33607</u>	<u>Florida</u>	<u>LLC</u>
Florida Document/Registration Number: <u>L04000055364</u> FEI Number: <u>Applied</u>		
2. <u>Ryan Financing II, LLC</u> <u>2502 N. Rocky Point Drive, Suite 1050</u> <u>Tampa, Florida 33607</u>	<u>Florida</u>	<u>LLC</u>
Florida Document/Registration Number: <u>L05000066611</u> FEI Number: <u>None</u>		
3. <u>Ryan Financing III, LLC</u> <u>2502 N. Rocky Point Drive, Suite 1050</u> <u>Tampa, Florida 33607</u>	<u>Florida</u>	<u>LLC</u>
Florida Document/Registration Number: <u>L05000087221</u> FEI Number: <u>None</u>		
4. <u>River Bend, LLC</u> <u>2502 N. Rocky Point Drive, Suite 1050</u> <u>Tampa, Florida 33607</u>	<u>Florida</u>	<u>LLC</u>
Florida Document/Registration Number: <u>L03000038932</u> FEI Number: <u>200303231</u>		

(Attach additional sheet(s) if necessary)

FIRST continued

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
5 Hampton Hills South, LLC 2502 N Rocky Point Drive, Suite 1050 Tampa, Florida 33607	Florida	LLC
<u>Florida Document/Registration Number:</u> L04000002798		<u>FEI Number:</u> 200602403
6 Silverado, LLC 2502 N. Rocky Point Drive, Suite 1050 Tampa, Florida 33607	Florida	LLC
<u>Florida Document/Registration Number:</u> L04000054350		<u>FEI Number:</u> 202099776
7 Summerfield, LLC 2502 N Rocky Point Drive, Suite 1050 Tampa, Florida 33607	Florida	LLC
<u>Florida Document/Registration Number:</u> L04000035125		<u>FEI Number:</u> 201098394

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
<u>The Ryan Group, LLC</u>	<u>Florida</u>	<u>LLC</u>
<u>2502 N. Rocky Point Drive, Suite 1050</u>		
<u>Tampa, Florida 33607</u>		

Florida Document/Registration Number: L01000022854

FEI Number: 010642874

THIRD: The attached Plan of Merger meets the requirements of section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are party(ies) to the merger in accordance with the respective laws of all applicable jurisdictions

FIFTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger

SIXTH: If not incorporated, organized, or otherwise formed under the laws of the state of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger

NINTH: The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

OR

December 22, 2005

(Enter specific date NOTE: Date cannot be prior to the date of filing.)

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: SIGNATURE(S) FOR EACH PARTY:

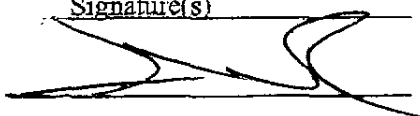
(Note: Please see instructions for required signatures.)

Name of Entity

Signature(s)

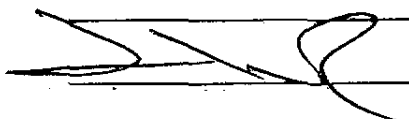
Typed or Printed Name of Individual

Ryan Financing, LLC



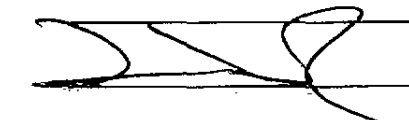
John M. Ryan, Sole Member

Ryan Financing II, LLC



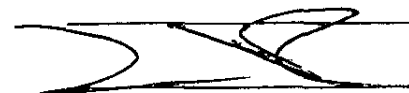
John M. Ryan, Sole Member

Ryan Financing III, LLC



John M. Ryan, Sole Member

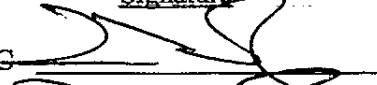
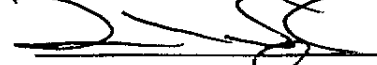
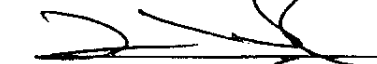
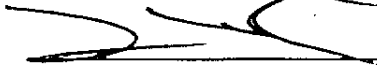
River Bend, LLC



John M. Ryan, Authorized Representative

(Attach additional sheet(s) if necessary)

ELEVENTH Continued

<u>Name of Entity</u>	<u>Signature</u>	<u>Typed Name of Individual</u>
Hampton Hills South, LLC		John M. Ryan, Authorized Representative
Silverado, LLC		John M. Ryan, Authorized Representative
Summerfield, LLC		John M. Ryan, Authorized Representative
The Ryan Group, LLC		John M. Ryan, Sole Member

PLAN OF MERGER

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 620 202, is being submitted in accordance with section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes

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

<u>Name</u>	<u>Jurisdiction</u>
1. Ryan Financing, LLC	Florida
2. Ryan Financing II, LLC	Florida
3. Ryan Financing III, LLC	Florida
4. River Bend, LLC	Florida
5. Hampton Hills South, LLC	Florida
6. Silverado, LLC	Florida
7. Summerfield, LLC	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
The Ryan Group, LLC	Florida

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

All assets of the merging parties are conveyed to the surviving party, and the surviving party assumes all liabilities and obligations of the merging parties.

No cash, shares or interests shall be exchanged or converted, and John M Ryan shall remain the sole member and managing member of the surviving party.

At the Effective Date, the surviving party shall possess all the rights, privileges, immunities and interests of the merging entities, and the surviving party shall be responsible and liable for all liabilities and obligations of the merging party, all as more particularly set forth in section 608 4383, Florida Statutes

(Attach additional sheet(s) if necessary)

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 follows:

All assets of the merging parties are conveyed to the surviving party, and the surviving party assumes all liabilities and obligations of the merging parties.

No cash, shares or interests shall be exchanged or converted, and John M. Ryan shall remain the sole member of the surviving party.

- B 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 follows:

N/A

(Attach additional sheet(s) if necessary)

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,

Florida Document/Registration Number

N/A

SIXTH: If a limited liability company is the surviving entity the name(s) and address(es) of the manager(s)managing members are as follows:

John M. Ryan
2502 N. Rocky Point Drive, Suite 1050
Tampa, Florida 33607

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized, or incorporated are as follows:

N/A

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

None

(Attach additional sheet(s) if necessary)

RYAN FINANCING, LLC

MEMBER'S WRITTEN CONSENT TO ACTION

Pursuant to section 608.422(5), Florida Statutes, the undersigned, being the sole member and managing member of Ryan Financing, LLC ("the Company"), hereby consents to, approves and adopts the following action without meeting:

Merger of the Company into The Ryan Group, LLC, as the surviving entity, pursuant to the terms of the Articles of Merger and Plan of Merger, attached hereto, and declare the same to be the valid and enforceable act of the Company.

The undersigned hereby waives any written notice required by section 608.4381, Florida Statutes.

IN WITNESS WHEREOF, the undersigned, constituting the sole member and managing member of the Company, has executed this written consent to action on the 21st day of December, 2005.

A handwritten signature in black ink, appearing to read "John M. Ryan", is written over a horizontal line.

John M. Ryan,
Sole Member and Managing Member

RYAN FINANCING II, LLC

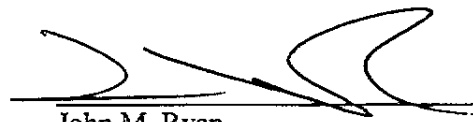
MEMBER'S WRITTEN CONSENT TO ACTION

Pursuant to section 608.422(5), Florida Statutes, the undersigned, being the sole member and managing member of Ryan Financing II, LLC ("the Company"), hereby consents to, approves and adopts the following action without meeting:

Merger of the Company into The Ryan Group, LLC, as the surviving entity, pursuant to the terms of the Articles of Merger and Plan of Merger, attached hereto, and declare the same to be the valid and enforceable act of the Company.

The undersigned hereby waives any written notice required by section 608.4381, Florida Statutes.

IN WITNESS WHEREOF, the undersigned, constituting the sole member and managing member of the Company, has executed this written consent to action on the 21st day of December, 2005.



John M. Ryan,
Sole Member and Managing Member

RYAN FINANCING III, LLC

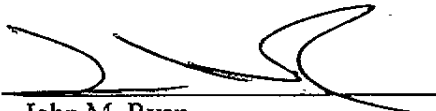
MEMBER'S WRITTEN CONSENT TO ACTION

Pursuant to section 608.422(5), Florida Statutes, the undersigned, being the sole member and managing member of Ryan Financing III, LLC ("the Company"), hereby consents to, approves and adopts the following action without meeting:

Merger of the Company into The Ryan Group, LLC, as the surviving entity, pursuant to the terms of the Articles of Merger and Plan of Merger, attached hereto, and declare the same to be the valid and enforceable act of the Company.

The undersigned hereby waives any written notice required by section 608.4381, Florida Statutes.

IN WITNESS WHEREOF, the undersigned, constituting the sole member and managing member of the Company, has executed this written consent to action on the 21st day of December, 2005



John M. Ryan,
Sole Member and Managing Member

RIVER BEND, LLC

MEMBER'S WRITTEN CONSENT TO ACTION

Pursuant to section 608 422(5), Florida Statutes, the undersigned, being the sole member of River Bend, LLC ("the Company"), hereby consents to, approves and adopts the following action without meeting:

Merger of the Company into The Ryan Group, LLC, as the surviving entity, pursuant to the terms of the Articles of Merger and Plan of Merger, attached hereto, and declare the same to be the valid and enforceable act of the Company.

The undersigned hereby waives any written notice required by section 608 4381, Florida Statutes.

IN WITNESS WHEREOF, the undersigned, constituting the sole member of the Company, has executed this written consent to action on the 21st day of December, 2005.

THE RYAN GROUP, LLC,
Sole Member

By: 

John M. Ryan,
its Managing Member

HAMPTON HILLS SOUTH, LLC

MEMBER'S WRITTEN CONSENT TO ACTION

Pursuant to section 608.422(5), Florida Statutes, the undersigned, being the sole member of Hampton Hills South, LLC ("the Company"), hereby consents to, approves and adopts the following action without meeting:

Merger of the Company into The Ryan Group, LLC, as the surviving entity, pursuant to the terms of the Articles of Merger and Plan of Merger, attached hereto, and declare the same to be the valid and enforceable act of the Company.

The undersigned hereby waives any written notice required by section 608.4381, Florida Statutes

IN WITNESS WHEREOF, the undersigned, constituting the sole member of the Company, has executed this written consent to action on the 21st day of December, 2005.

THE RYAN GROUP, LLC,
Sole Member

By: 

John M. Ryan,
its Managing Member

SILVERADO, LLC

MEMBER'S WRITTEN CONSENT TO ACTION

Pursuant to section 608.422(5), Florida Statutes, the undersigned, being the sole member of Silverado, LLC ("the Company"), hereby consents to, approves and adopts the following action without meeting:

Merger of the Company into The Ryan Group, LLC, as the surviving entity, pursuant to the terms of the Articles of Merger and Plan of Merger, attached hereto, and declare the same to be the valid and enforceable act of the Company.

The undersigned hereby waives any written notice required by section 608.4381, Florida Statutes

IN WITNESS WHEREOF, the undersigned, constituting the sole member of the Company, has executed this written consent to action on the 21st day of December, 2005.

THE RYAN GROUP, LLC,
Sole Member

By: 

John M. Ryan,
its Managing Member

SUMMERFIELD, LLC

MEMBER'S WRITTEN CONSENT TO ACTION

Pursuant to section 608.422(5), Florida Statutes, the undersigned, being the sole member of Summerfield, LLC ("the Company"), hereby consents to, approves and adopts the following action without meeting:

Merger of the Company into The Ryan Group, LLC, as the surviving entity, pursuant to the terms of the Articles of Merger and Plan of Merger, attached hereto, and declare the same to be the valid and enforceable act of the Company

The undersigned hereby waives any written notice required by section 608 4381, Florida Statutes.

IN WITNESS WHEREOF, the undersigned, constituting the sole member of the Company, has executed this written consent to action on the 21st day of December, 2005.

THE RYAN GROUP, LLC,
Sole Member

By: 

John M. Ryan,
its Managing Member

THE RYAN GROUP, LLC

MEMBER'S WRITTEN CONSENT TO ACTION

Pursuant to section 608.422(5), Florida Statutes, the undersigned, being the sole member and managing member of The Ryan Group, LLC ("the Company"), hereby consents to, approves and adopts the following action without meeting:

Merger of Ryan Financing, LLC; Ryan Financing II, LLC; Ryan Financing III, LLC; River Bend, LLC; Hampton Hills South, LLC; Silverado, LLC; and Summerfield, LLC; into The Ryan Group, LLC, as the surviving entity, pursuant to the terms of the Articles of Merger and Plan of Merger, attached hereto, and declare the same to be the valid and enforceable act of the Company.

The undersigned hereby waives any written notice required by section 608.4381, Florida Statutes.

IN WITNESS WHEREOF, the undersigned, constituting the sole member and managing member of the Company, has executed this written consent to action on the 21st day of December, 2005



John M. Ryan,
Sole Member and Managing Member