

L020000005607

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MAIL

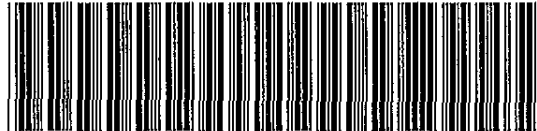
(Business Entity Name)

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J. BRYAN SEP 23 2004

CORPDIRECT AGENTS, INC. (formerly CCRS)  
103 N. MERIDIAN STREET, LOWER LEVEL  
TALLAHASSEE, FL 32301  
222-1173

FILING COVER SHEET  
ACCT. #FCA-14

CONTACT: TRICIA TADLOCK

DATE: 09-23-04

REF. #: 0174.30156

CORP. NAME: R & S DEVELOPMENT OF SW FL, LLC

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- |  |   |  |
|--|---|--|
| <input type="checkbox"/> ARTICLES OF INCORPORATION   | <input type="checkbox"/> ARTICLES OF AMENDMENT  | <input type="checkbox"/> ARTICLES OF DISSOLUTION |
| <input type="checkbox"/> ANNUAL REPORT               | <input type="checkbox"/> TRADEMARK/SERVICE MARK | <input type="checkbox"/> FICTITIOUS NAME         |
| <input type="checkbox"/> FOREIGN QUALIFICATION       | <input type="checkbox"/> LIMITED PARTNERSHIP    | <input type="checkbox"/> LIMITED LIABILITY       |
| <input type="checkbox"/> REINSTATEMENT               | <input checked="" type="checkbox"/> MERGER      | <input type="checkbox"/> WITHDRAWAL              |
| <input type="checkbox"/> CERTIFICATE OF CANCELLATION |   |  |
| <input type="checkbox"/> OTHER:                      |   |  |

STATE FEES PREPAID WITH CHECK# 509754 FOR \$ 80.00.

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

\_\_\_\_\_ COST LIMIT: \$ \_\_\_\_\_

PLEASE RETURN:

- |  |   |   |
|--|---|---|
| <input checked="" type="checkbox"/> CERTIFIED COPY | <input type="checkbox"/> CERTIFICATE OF GOOD STANDING | <input type="checkbox"/> PLAIN STAMPED COPY |
| <input type="checkbox"/> CERTIFICATE OF STATUS     |   |   |

Examiner's Initials

**ARTICLES OF MERGER  
OF**

**R & S DEVELOPMENT OF SW FL, LLC, #L02000005607**  
**a Florida limited liability company**  
**and**  
**R AND S DEVELOPMENT OF SW FLORIDA, L.L.C., #L04000058681**  
**a Florida limited liability company**

(Pursuant to the provisions of Chapter 608  
of the Limited Liability Company Act)

Pursuant to the provisions of Section 608.4382 of the Florida Statutes, the undersigned,  
hereby certify by these Articles of Merger as follows:

1. The names of the corporations which are parties to the Merger are **R & S DEVELOPMENT OF SW FL, LLC**, a Florida limited liability company ("R&S") and **R AND S DEVELOPMENT OF SW FLORIDA, L.L.C.**, a Florida limited liability company ("RandS"). R&S will be the surviving limited liability company and is to be governed by the laws of the State of Florida.

2. The Plan and Agreement of Merger is annexed hereto as Exhibit "A" and incorporated herein by reference in its entirety.

3. The Plan and Agreement of Merger was duly adopted in writing by all of the managers of R&S who are members of R&S pursuant to Section 608.4381 of the Florida Statutes as of September 20, 2004.

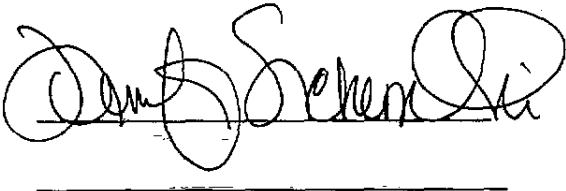
4. The Plan and Agreement of Merger was duly adopted in writing by all of the managers of RandS who are also members of RandS pursuant to Section 608.4381 of the Florida Statutes as of September 20, 2004.

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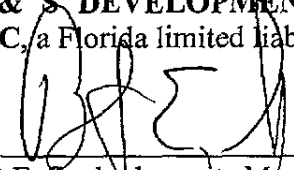
5. The Merger shall become effective upon filing with the Secretary of State.

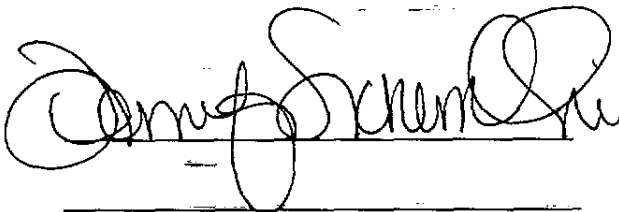
IN WITNESS WHEREOF, each of the companies party to the Merger have caused these Articles of Merger to be executed on their behalf by its duly authorized managers as of this 20<sup>th</sup> day of September, 2004 .

**WITNESSES**

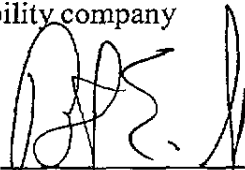
  
\_\_\_\_\_

**R & S DEVELOPMENT OF SW FL,  
LLC,** a Florida limited liability company

By:   
Brit E. Svoboda, as its Manager

  
\_\_\_\_\_

**R AND S DEVELOPMENT OF SW  
FLORIDA, L.L.C.,** a Florida limited  
liability company

By:   
Brit E. Svoboda, as its Manager

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**Exhibit "A"**

**PLAN and AGREEMENT OF MERGER  
BETWEEN  
R & S DEVELOPMENT OF SW FL, LLC,  
a Florida limited liability company  
and  
R AND S DEVELOPMENT OF SW FLORIDA, L.L.C.,  
a Florida limited liability company**

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**PLAN AND  
AGREEMENT OF MERGER  
BETWEEN  
R & S DEVELOPMENT OF SW FL, LLC,  
a Florida limited liability company  
and  
R AND S DEVELOPMENT OF SW FLORIDA, L.L.C.,  
a Florida limited liability company**

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This Plan and Agreement of Merger (this "Agreement") is entered into on September 20, 2004, by and between **R & S DEVELOPMENT OF SW FL, LLC**, a Florida limited liability company ("R&S") and **R AND S DEVELOPMENT OF SW FLORIDA, L.L.C.**, a Florida limited liability company ("RandS," and collectively with R&S, the "Constituent Companies").

**Background**

R&S is a limited liability company duly organized under the laws of the State of Florida. RandS is a limited liability company duly organized under the laws of the State of Florida. The managers of R&S and the managers of RandS each deem it advisable that RandS be merged with and into R&S on the terms and conditions set forth herein, in accordance with the applicable Florida Statutes which permit such merger, including, but not limited to, Section 608.438.

In consideration of the mutual promises and covenants hereinafter set forth, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, R&S and RandS have agreed and do hereby agree as follows:

**Terms Of The Merger**

1. Background. The parties hereby acknowledge and agree that the Background Section set forth above is true and correct in all respects and shall be incorporated herein by reference.

2. Merger. RandS shall be merged with and into R&S pursuant to the applicable provisions of Florida law including but not limited to Sections 608.438 of the Florida Statutes, and R&S shall be the surviving entity.

3. Effective Date. The merger of RandS with and into R&S shall become effective upon the filing of Articles of Merger in accordance with Florida Statutes (the "Effective Date").

4. Effect of Merger. From and after the filing of the Articles of Merger, the Constituent Companies shall be a single limited liability company, which shall be R&S as the surviving limited liability company, and the separate existence of RandS shall cease except to the extent provided by the laws of the State of Florida in the case of a limited liability company after

its merger into another business entity, while the existence of R&S shall continue unaffected and unimpaired. R&S shall have all the rights, privileges, immunities and powers and shall be subject to all the duties and liabilities of a limited liability company organized under Florida law. R&S shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of a public, as well as private, nature of each of the Constituent Companies. All property, real, personal and mixed, all debts due on whatever account, all other choses of action, and all and every other interest of or belonging to or due to each of the Constituent Companies, shall be taken and deemed to be transferred to and vested in R&S without further act or deed. The title to any real estate, or any interest therein vested in either of the Constituent Companies, shall not revert or be in any way impaired by reason of such merger. R&S shall hereafter be responsible and liable for all the liabilities and obligations of each of the Constituent Companies, and any claim existing or action or proceeding pending by or against either of the Constituent Companies may be prosecuted as if such merger had not taken place, or R&S may be substituted in its place. Neither the rights of creditors nor any liens upon the property of either of the Constituent Companies shall be impaired by the merger.

5. Certificate of Incorporation. The Articles of Organization of R&S and the Operating Agreement of R&S (the "Operating Agreement") shall not be amended in any respect by reason of this Plan and Agreement of Merger.

6. Conversion of Membership Interests. The manner of converting the outstanding Membership Units of each of the Constituent Companies shall be as follows: Each Membership Unit of R&S on the Effective Date of the Merger shall remain the same and each member shall hold the same percentage interest, with identical designations, preferences, limitations, and relative rights, immediately after the Merger. No other Membership Units shall be issued or converted. All rights in respect of the Members of R&S in the Membership units of R&S shall be cancelled forthwith on the Effective Date of the Merger and the Certificates representing such Membership Units shall be surrendered and cancelled.

7. Managers of DCA. Upon the Effective Date of the Merger, the Managers of R&S shall be as follows:

Brit E. Svoboda  
8880 Terrene Court  
Bonita Springs, FL 34135

Mark K. Rasmus  
8880 Terrene Court  
Bonita Springs, FL 34135

8. Further Assurances. If at any time after the Effective Date, R&S shall consider or be advised that any further assignments or assurances are necessary or desirable to vest in R&S, according to the terms hereof, the title to any property rights of the Constituent Companies, the last acting Managers of RandS, or the Managers of R&S shall and will execute

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and make all such proper assignments or assurances and all things necessary or proper to vest title in such property or rights in R&S, and otherwise carry out the purposes of this Plan and Agreement of Merger.

9. Approval By RandS and R&S. This Plan and Agreement of Merger shall be approved by a majority of the Managers of RandS, who are also members of RandS in accordance with the Florida Statutes Section 608.4381. This Plan and Agreement of Merger shall be approved by a majority of the Managers of R&S, who are also members of R&S, in accordance with Florida Statutes Section 608.4381. If duly adopted by the Managers of RandS and R&S, Articles of Merger meeting the requirements of Florida law shall be filed immediately in the appropriate office in Florida.

10. Termination. Notwithstanding anything contained herein or elsewhere to the contrary, this Plan and Agreement of Merger may be terminated and abandoned by the Managers of R&S or the Managers of RandS at any time prior to filing of the Articles of Merger.

IN WITNESS WHEREOF, each of the parties to this Agreement and Plan of Merger has caused this Agreement and Plan of Merger to be executed by its duly authorized officer on the date set forth above.

**WITNESSES**

**R & S DEVELOPMENT OF SW FL,  
LLC, a Florida limited liability company**

By: 

Brit E. Svoboda, as its Manager

**R AND S DEVELOPMENT OF SW  
FLORIDA, L.L.C. a Florida limited  
liability company**

By: 

Brit E. Svoboda, its Manager

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