

**LD2000006450**

Florida Department of State  
Division of Corporations  
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To: Division of Corporations  
Fax Number : (850) 617-6380

From: Account Name : RMC PROPERTY GROUP  
Account Number : I20040000170  
Phone : (813) 960-8154  
Fax Number : (813) 963-2596

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2009 JUN 25 AM 10:40

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2009 JUN 25 AM 8:00  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE**

**FS-Ashton Belcher, L.L.C.**

Certificate of Status	0
Certified Copy	0
Page Count	12
Estimated Charge	\$125.00

**C. LEWIS**

JUN 26 2009

**EXAMINER**

Electronic Filing Menu

Corporate Filing Menu

Help



FLORIDA DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS

Attached is a form to file a Certificate of Merger pursuant to section 608.4382, Florida Statutes. This form is basic and may not meet all merger needs. The advice of an attorney is recommended.

<b>Filing Fees:</b>	<b>\$25.00 for each Limited Liability Company</b>
	<b>\$35.00 for each Corporation</b>
	<b>\$52.50 for each Limited Partnership or</b>
	<b>Limited Liability Limited Partnership</b>
	<b>\$25.00 for each General Partnership or Limited</b>
	<b>Liability Partnership</b>
	<b>\$25.00 for each Other Business Entity</b>
<b>Certified Copy (optional):</b>	<b>\$30.00</b>

Send one check in the total amount payable to the Florida Department of State.

Please include a cover letter containing your telephone number, return address and certification requirements, or complete the attached cover letter.

**Mailing Address**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

**Street Address**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

For further information, you may contact the Registration Section at (850) 245-6051.

CR2E080 (01/06)

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** FS-Ashton Belcher, L.L.C.  
(Name of Surviving Party)

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Michelle Dendler

(Contact Person)

RMC Property Group

(Firm/Company)

1733 West Fletcher Avenue

(Address)

Tampa, Florida 33612

(City, State and Zip Code)

For further information concerning this matter, please call:

Michelle Dendler

(Name of Contact Person)

at ( 813 ) 235-3594

(Area Code and Daytime Telephone Number)

☐ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Registration Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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NO. 589

2009 JUN 25 AM 10:40

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**Certificate of Merger  
For  
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FS-Ashton Parsons, L.L.C.	Florida	LLC L02000006936
FS-Ashton Lake Placid, L.L.C.	Florida	LLC L02000006441
FS-Ashton Lake Wales, L.L.C.	Florida	LLC L02000006436
FS-Ashton Plant, L.L.C.	Florida	LLC L02000006485

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FS-Ashton Belcher, L.L.C.	Florida	LLC L02000006450

**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.

**FIFTH:** If other than the date of filing, the effective date of the merger, which cannot be prior to nor more than 90 days after 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:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss. 608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_



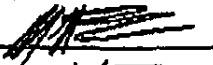

Mailing address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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TALLAHASSEE, FLORIDA

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss. 608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
FS-Ashton Parsons, L.L.C.		Mitchell F. Rice, Manager
FS-Ashton Lake Placid, L.L.C.		Mitchell F. Rice, Manager
FS-Ashton Lake Wales, L.L.C.		Mitchell F. Rice, Manager
FS-Ashton Plant, L.L.C.		Mitchell F. Rice, Manager

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
General partnerships:	Signature of a general partner or authorized person
Florida Limited Partnerships:	Signatures of all general partners
Non-Florida Limited Partnerships:	Signature of a general partner
Limited Liability Companies:	Signature of a member or authorized representative

<b><u>Fees:</u></b> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<b><u>Certified Copy (optional):</u></b>	\$30.00
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TALLAHASSEE, FLORIDA

PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FS-Ashton Parsons, L.L.C.	Florida	LLC
FS-Ashton Lake Placid, L.L.C.	Florida	LLC
FS-Ashton Lake Wales, L.L.C.	Florida	LLC
FS-Ashton Plant, L.L.C.	Florida	LLC

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
FS-Ashton Belcher, L.L.C.	Florida	LLC

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

See Attached

(Attach additional sheet 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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

**See Attached**

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A

(Attach additional sheet if necessary)



**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

N/A

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

N/A

*(Attach additional sheet if necessary)*

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NO. 139 D. 10

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TALLAHASSEE, FLORIDA

**Attachment**  
**PLAN OF MERGER**  
**ARTICLE THIRD**

**Effective Date:**

The merger shall become effective on the date of filing of the Articles of Merger.

**Merger:**

At the effective date that FS-Ashton Parsons, L.L.C, FS-Ashton Lake Placid, L.L.C., FS-Ashton Lake Wales, L.L.C. and FS Ashton Plant, L.L.C. (the "Merged Companies") shall be merged into FS-Ashton Belcher, L.L.C. (the "Surviving Company") the separate existence of the Merged Companies shall cease, and FS-Ashton Belcher, L.L.C. shall continue to exist by virtue of and be governed by the laws of the State of Florida. After the effective date, the Surviving Company shall thereupon and thereafter possess all the rights, privileges, immunities and franchises of both a public and of a private nature, of the Merged Companies; and all property, real, personal and mixed, and all debts due on whatever account, including subscriptions to shares, and all other choses in action, and all and every other interest of or belonging to or due to the Merged Company shall be taken and deemed to be transferred to and vested in such single Surviving Company without further act or deed; and the title to any real estate, or any interest therein, vested in any such limited liability company shall not revert or be in any way impaired by reason of such merger. Such Surviving Company shall thenceforth be responsible and liable for all the liabilities and obligations of the limited liability company so merged; and any claims existing or actions or proceeding pending by or against such limited liability company may be prosecuted as if such merger had not taken place. Neither the rights of creditors nor any liens upon the property of any such limited liability company shall be impaired by such merger.

Certificate of Organization and Operating Agreement:

The operating agreement of Surviving Company as of the effective date of merger, shall continue to be the operating agreement of the Surviving Company until further amended in accordance with the provisions thereof and applicable law and for all purposes it shall be deemed to be the operating agreement adopted by the sole member of the Surviving Company.

Officers:

The managers and officers of Surviving Company immediately prior to the merger shall be the managers and officers of the Surviving Company.

Further Acts or Doings:

If at any time the Surviving Company shall consider or be advised that any further assignments or assurances in law or other things are necessary or desirable to vest or to perfect or to confirm, of record or otherwise, in the Surviving Company, the title to any property of Merged Companies acquired or to be acquired by reason of or as a result of the merger provided for in this Plan of Merger, the proper members of Merged Companies and the proper members of the Surviving Company are fully authorized to execute and deliver any and all proper deeds, assignments and assurances in law and to do all things necessary and proper in the name of Merged Companies or otherwise to vest, perfect, or confirm title to such property in the Surviving Company, and otherwise carry out the purpose of this Plan

**Attachment**

**PLAN OF MERGER**

**ARTICLE FOURTH**

All membership interests in the Merged Companies shall be cancelled, and no member of the Merged Companies shall become a member of the Surviving Company as a result of this merger.