

202000024946

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

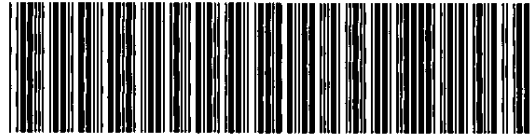
(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

CORAPMER

Office Use Only



700184776317

09/10/10--01001--008 **80.00

B. KOHR

SEP 10 2010

EXAMINER

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP - 9 AM 10:55

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

COUNTRIEWIDE MILL CREEK VII, LLC

INTO

MILL CREEK VII INVESTORS LLC

Signature _____

Requested by: SETH

09/09/10 11:00

Name

Date

Time

Walk-In _____

Will Pick Up _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP -9 AM 10:55

- ____ Art of Inc. File _____
- ____ LTD Partnership File _____
- ____ Foreign Corp. File _____
- ____ L.C. File _____
- ____ Fictitious Name File _____
- ____ Trade/Service Mark _____
- ☒ Merger File _____
- ____ Art. of Amend. File _____
- ____ RA Resignation _____
- ____ Dissolution / Withdrawal _____
- ____ Annual Report / Reinstatement _____
- ☒ Cert. Copy _____
- ____ Photo Copy _____
- ____ Certificate of Good Standing _____
- ____ Certificate of Status _____
- ____ Certificate of Fictitious Name _____
- ____ Corp Record Search _____
- ____ Officer Search _____
- ____ Fictitious Search _____
- ____ Fictitious Owner Search _____
- ____ Vehicle Search _____
- ____ Driving Record _____
- ____ UCC 1 or 3 File _____
- ____ UCC 11 Search _____
- ____ UCC 11 Retrieval _____
- ____ Courier _____

FILED
SECRETARY OF STATE
DIVISION OF CORPORATIONS
10 SEP -9 AM 10:55

CERTIFICATE OF MERGER
of
COUNTREEWIDE MILL CREEK VII, LLC,
a Florida limited liability company

L10000071232

with and into

MILL CREEK VII INVESTORS LLC,
a Florida limited liability company

Pursuant to the provisions of Section 608.4382 of the Florida Limited Liability Company Act, the undersigned enter into this Certificate of Merger by which Countreewide Mill Creek VII, LLC, a Florida limited liability company (the "Merging LLC"), shall be merged with and into Mill Creek VII Investors LLC, a Florida limited liability company (the "Surviving LLC"), and the Surviving LLC shall be the surviving business entity, in accordance with a Plan of Merger (the "Plan"), adopted pursuant to Section 608.4381 of the Florida Limited Liability Company Act. The undersigned hereby certify as follows:

FIRST: A copy of the Plan is attached hereto as Exhibit A and made a part hereof.

SECOND: The merger shall become effective at the time and date on which this Certificate of Merger is filed with the Florida Secretary of State.

THIRD: The Plan was duly adopted and approved on July 6, 2010, by the sole Member of the Merging LLC, in accordance with applicable provisions of Chapter 608, Florida Statutes (which vote was sufficient for approval), and the Plan was duly adopted and approved effective July 6, 2010, by Members holding in the aggregate 1,485 of the 2,200 outstanding membership units of the Surviving LLC, in accordance with applicable provisions of Chapter 608, Florida Statutes (which vote was sufficient for approval).

FOURTH: No Member of either the Merging LLC or the Surviving LLC is entitled to appraisal rights as a result of the merger.

IN WITNESS WHEREOF, this Certificate of Merger has been executed by each of the Surviving LLC and the Merging LLC, as of September 9, 2010.

MERGING LLC

**COUNTRIEWIDE MILL CREEK VII,
LLC**, a Florida limited liability company

By: 

Name: Larry J. D'Urso, Jr.

Title: Manager

SURVIVING LLC

MILL CREEK VII INVESTORS LLC, a
Florida limited liability company

By: 

Name: Rex E. Jensen

Title: Manager

PLAN OF MERGER

THIS PLAN OF MERGER, dated as of July 6, 2010 (the "Plan"), is made and entered into by and between **MILL CREEK VII INVESTORS LLC**, a Florida limited liability company (the "Surviving LLC"), and **COUNTREEWIDE MILL CREEK VII, LLC**, a Florida limited liability company (the "Merging LLC").

WITNESSETH:

WHEREAS, 608.438 of the Florida Limited Liability Company Act (the "LLC Act"), authorizes the merger of one or more Florida limited liability companies with and into a Florida limited liability company;

WHEREAS, the Surviving LLC and the Merging LLC now desire to merge (the "Merger"), following which the Surviving LLC shall be the surviving entity;

WHEREAS, the requisite number of the members of the Surviving LLC have approved this Plan and the consummation of the Merger; and

WHEREAS, the requisite number of the members of the Merging LLC have approved this Plan and the consummation of the Merger.

NOW THEREFORE, the parties hereto hereby agree as follows:

ARTICLE I THE MERGER

(a) The parties shall cause the Merger to be consummated by filing a certificate of merger (the "Certificate of Merger") with the Secretary of State of the State of Florida evidencing the Merger of the Merging LLC with and into the Surviving LLC and make all other filings or recordings required by Florida law in connection with the Merger. The Merger shall become effective at such time as is specified in the Certificate of Merger (the "Effective Time").

(b) At the Effective Time, the Merging LLC shall be merged with and into the Surviving LLC, whereupon the separate existence of the Merging LLC shall cease, and the Surviving LLC shall be the surviving entity of the Merger in accordance with the LLC Act.

(c) At the Effective Time, by virtue of the Merger and without further action or deed by or on behalf of Surviving LLC, Merging LLC or each of the sole members thereof, all currently issued and outstanding membership units of the Merging LLC immediately prior to the Merger shall remain outstanding and each of the membership units of the Surviving LLC issued and outstanding immediately prior to the Merger shall be converted into the right to receive from the Surviving LLC, immediately at the Effective Time, cash in the amount of \$10.00 for each outstanding membership unit, for a total of \$22,000.00 in cash.

ARTICLE II THE SURVIVING LLC

The Articles of Organization of the Surviving LLC shall, at the Effective Time, be amended and restated in their entirety and shall thereafter (unless and until further amended) be as shown in Exhibit A hereto. The limited liability company Operating Agreement of the Surviving LLC in effect prior to the Effective Time shall, at the Effective Time, be terminated.

ARTICLE III TRANSFER AND CONVEYANCE OF ASSETS AND ASSUMPTION OF LIABILITIES

At the Effective Time, the Surviving LLC shall continue in existence as the surviving entity in the Merger, and without further transfer, succeed to and possess all of the rights, privileges and powers of the Merging LLC, and all of the assets and property of whatever kind and character of the Merging LLC shall vest in the Surviving LLC without further act or deed; thereafter, the Surviving LLC shall be liable for all of the liabilities and obligations of the Merging LLC, and any claim or judgment against the Merging LLC may be enforced against the Surviving LLC, as the surviving entity, in accordance with the LLC Act.

ARTICLE IV TERMINATION

The Plan may be terminated upon the mutual consent of the parties at any time prior to the Effective Time. The Plan may be amended, modified or supplemented at any time (before or after member approval) prior to the Effective Time of the Merger with the mutual consent of the members of each of the parties to the Merger.


ARTICLE V COUNTERPARTS

The Plan may be executed in any number of counterparts, each of which when executed shall be deemed to be an original, and such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed by their respective authorized representatives as of the day and year first above written.

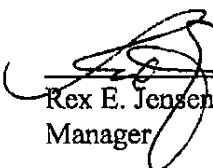
MERGING LLC

**COUNTREEWIDE MILL CREEK VII,
LLC**, a Florida limited liability company

By: 
Name: Larry J. D'Urso, Jr.
Title: Manager

SURVIVING LLC

MILL CREEK VII INVESTORS LLC, a
Florida limited liability company

By: 
Name: Rex E. Jensen
Title: Manager