

W2000030542

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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MAIL

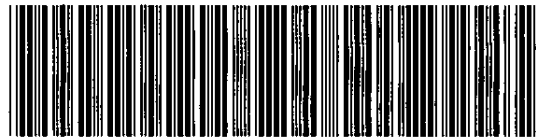
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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TALLAHASSEE, FLORIDA

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T. CLINE

MAR 13 2009

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: New South At Longbranch, LLC
(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

Robert J. Walcott

(Contact Person)

New South At Longbranch, LLC

(Firm/Company)

2535 S. Lewis Way, Ste. 202

(Address)

Lakewood, CO 80227

(City, State and Zip Code)

For further information concerning this matter, please call:

Robert J. Walcott

at (303) 727-8400

(Name of Contact Person)

(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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TALLAHASSEE, FL 32301

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**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> |
|---------------------------------|---------------------|-------------------------|
| New South At Longbranch II, LLC | Delaware | LLC |

MO4-640

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> |
|------------------------------|---------------------|-------------------------|
| New South At Longbranch, LLC | Florida | LLC |

U02-30542

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.

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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:

Filing Date _____

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: 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 of _____ 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:

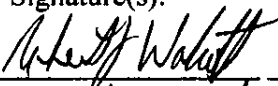
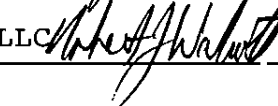
Street address: N/A

Mailing address: N/A

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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: |
|---------------------------------|--|--------------------------------------|
| New South At Longbranch, LLC |  | Robert J. Walcott |
| New South At Longbranch II, LLC |  | Robert J. Walcott |
| _____ | _____ | _____ |
| _____ | _____ | _____ |

| | |
|-----------------------------------|---|
| 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 |

| | |
|---|---------|
| <u>Fees:</u> 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 |

| | |
|--|---------|
| <u>Certified Copy (optional):</u> | \$30.00 |
|--|---------|

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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> |
|---------------------------------|---------------------|-------------------------|
| New South At Longbranch II, LLC | Delaware | 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> |
|------------------------------|---------------------|-------------------------|
| New South At Longbranch, LLC | Florida | LLC |

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

1. New South At Longbranch II, LLC shall assign its interest in all bank and brokerage accounts to New South At Longbranch, LLC.
2. New South At Longbranch II, LLC shall assign its in any other assets, along with its rights, benefits, duties, or costs associated with any outstanding obligations to New South At Longbranch, LLC.
3. New South At Longbranch II, LLC shall cause a Certificate of Merger to be filed with the Delaware Division of Corporations.
4. New South At Longbranch, LLC shall cause a Certificate of Merger to be filed with the Florida Division of Corporations.

(Attach additional sheet if necessary)

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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:

The Sole Member of New South At Longbranch, LLC and the Sole Member of
New South At Longbranch II, LLC are the same. The Sole Member of New
South At Longbranch II, LLC will surrender all certificates evidencing
its ownership of membership units in New South At Longbranch II, LLC.
Said certificates will then be cancelled.

(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 - There are no rights to aquire interest, shares, obligations or
other securities of either party.

(Attach additional sheet if necessary)

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

None

(Attach additional sheet if necessary)

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

None

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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