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(Requestor's Name)

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(City/State/Zip/Phone #)

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(Business Entity Name)

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(Document Number)

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FILED  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*Merger*

JAN - 6 2014

T. CARTER

**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Starfish Development, 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:

Kathy Lipham

Contact Person

Kevin M. Helmich, P.A.

Firm/Company

PO Box 5499

Address

Destin, FL 32541

City, State and Zip Code

adams@destin-law.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Kathy Lipham

Name of Contact Person

at ( 850 ) 650-4747

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

13 DEC 26 PM 3:40

**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>
Starfish Development, LLC	Florida	LLC
B&C Rentals, LLC	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>
Starfish Development, LLC	Florida	LLC

**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:

12/30/2013

**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:

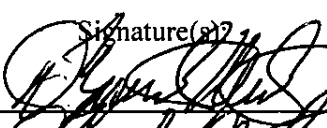
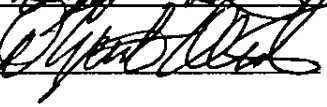
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

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

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

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:
Starfish Development, LLC		D. Bryant Martin
B&C Rentals, LLC		D. Bryant Martin

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 <sup>7</sup>
	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 <sup>8</sup>
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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>
Starfish Development, LLC	Florida	LLC
B&C Rentals, LLC	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>
Starfish Development, LLC	Florida	LLC

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

Starfish Development, LLC (the "surviving entity") will acquire all assets and liabilities of B&C Rentals, LLC. The relative interest of the members in the Surviving Entity shall correspond to their relative capital contributions in both entities. D. Bryant Martin and Christina Martin shall continue to be Managers of the Surviving Entity.

*(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:

The capital accounts of the members in the original entities  
shall be combined. The interest of the members in the  
Surviving Entity shall be in proportion to their share of the  
total capital accounts of the original entities.

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*(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:

No cash or other property will be distributed as a result of  
the merger. The Surviving Entity will continue to hold all  
assets and liabilities of the original entities.

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*(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:

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*(Attach additional sheet if necessary)*

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

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*(Attach additional sheet if necessary)*