

L03000007528

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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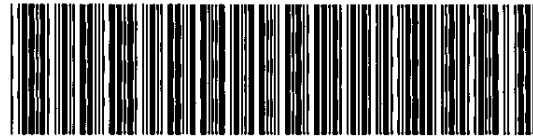
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

CF 75.00  
Cert 30.00

NRC

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** River Terrace 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:

K. M. Fernandez, Esquire

(Contact Person)

(Firm/Company)

120 West Powhatan Avenue

(Address)

Tampa, Florida 33604

(City, State and Zip Code)

For further information concerning this matter, please call:

Kathleen M. Fernandez, Esq. at ( 813 ) 220-1577

(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

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

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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>
Tino's College Fund LLC	Florida	LLC L02-27465
River Front LLC	Florida	LLC L03-7527
River Terrace LLC	Florida	LLC L03-7528

**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>
River Terrace 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:

\_\_\_\_\_  
**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, 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:

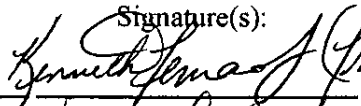
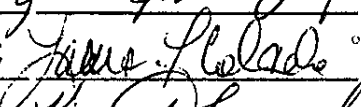
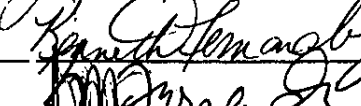
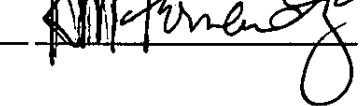
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: N/A  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

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:
Tino's College Fund LLC		Kenneth Fernandez, Trustee
Tino's College Fund LLC		Laura Colado
Tino's College Fund LLC		Kenneth Fernandez
Tino's College Fund LLC		Kathleen M. Fernandez

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

**Fees:**

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

**Certified Copy (optional):** \$30.00

## 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>
Tino's College Fund LLC	Florida	LLC
River Front LLC	Florida	LLC
River Terrace 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>
River Terrace LLC	Florida	LLC

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

The partners of all three (3) merging LLCs are identical.

These same partners will remain the partners in the surviving LLC.

All bank accounts owned by the merging LLCs will be closed and the funds will be invested into the surviving LLC.

All real property owned (if any) by the merging LLCs will be deeded into the name of the surviving LLC.

All merging of bank accounts and real property will be completed no later than October 15, 2007.

*(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:

All interests, shares, obligations and other securities of each merged LLC shall be equally invested into the interests, shares, obligations or other securities of the surviving LCC. All partners of the 3 LLCs are equal partners and shall remain equal partners in the surviving LLC.

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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:

The rights to acquire interests, shares, obligations or other securities of each merged LLC will remain the same upon merger into the surviving LLC. No partnership rights will change. All partners are equal partners.

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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:

There are no statements required that must be changed or altered  
at the time of merger. Upon merger completion, the surviving LLC  
(River Terrace LLC) will draft new by-laws.

*(Attach additional sheet if necessary)*

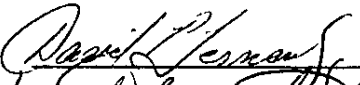
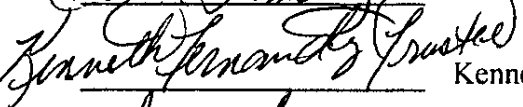
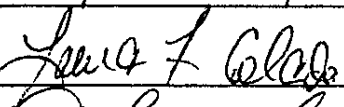
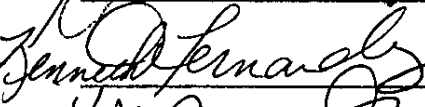
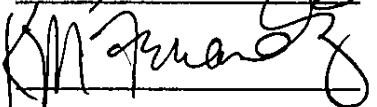
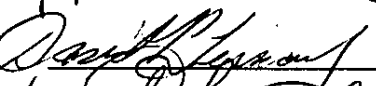
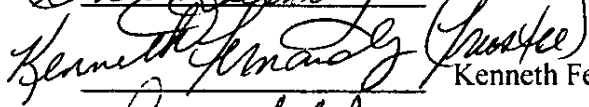
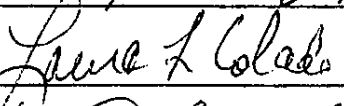

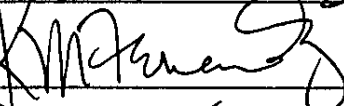
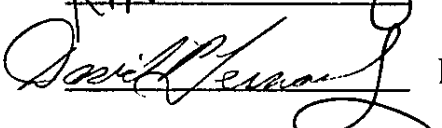
**SIXTH:** Other provisions, if any, relating to the merger are as follows:

N/A

*(Attach additional sheet if necessary)*



Ninth: Signatures for Each Party (continued)

Name of Entity/Organization	Signature(s)	Typed or Printed Name of Individual
Tino's College Fund		David P. Fernandez
River Front LLC		Kenneth Fernandez, trustee
River Front LLC		Laura Colado
River Front LLC		Kenneth Fernandez
River Front LLC		Kathleen M. Fernandez
River Front LLC		David P. Fernandez
River Terrace LLC		Kenneth Fernandez, trustee
River Terrace LLC		Laura Colado
River Terrace LLC		Kenneth Fernandez
River Terrace LLC		Kathleen M. Fernandez
River Terrace LLC		David P. Fernandez

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