

LD3000030872

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

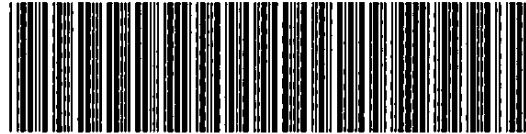
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

N. Olliger SEP - 1 2006

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RCC III, 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:

Carl E. Klepper, Jr.

(Contact Person)

Compson Associates

(Firm/Company)

980 North Federal Hwy., Suite 200

(Address)

Boca Raton, FL 33432

(City, State and Zip Code)

For further information concerning this matter, please call:

Jeffrey Skatoff

(Name of Contact Person)

at (561) 573-3047

(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

CU 

**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>
See Attached		

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>
RCC III, 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.

CK


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: _____

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:
See Attached		

- 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

Certified Copy (optional): \$30.00

Clc 

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>
See Attached		

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>
RCC III, LLC	Florida	LLC

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

See Attached

(Attach additional sheet if necessary)

CLL 

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)

lll 

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)

CK JR

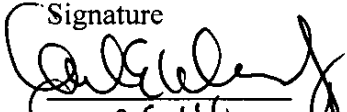
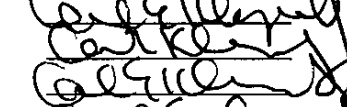
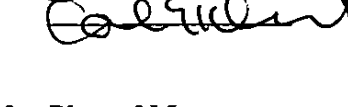

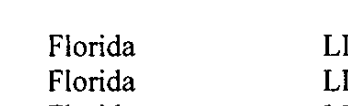
**Merger of RCC I, LLC, RCC II, LLC, RCC III, LLC, RCC IV, LLC
and RCC V, LLC into RCC III, LC**

Additional Pages for Certificate of Merger

First Article

RCC I, LLC	Florida	LLC - L04000013588
RCC II, LLC	Florida	LLC - L04000013591
RCC III, LLC	Florida	LLC - L0300003087Z
RCC IV, LLC	Florida	LLC - L03000030877
RCC V, LLC	Florida	LLC - L03000042874

Ninth Article

	Signature	
RCC I, LLC		Carl E. Klepper, Jr.
RCC II, LLC		Carl E. Klepper, Jr.
RCC III, LLC		Carl E. Klepper, Jr.
RCC IV, LLC		Carl E. Klepper, Jr.
RCC V, LLC		Carl E. Klepper, Jr.

Additional Pages for Plan of Merger

First Article

RCC I, LLC	Florida	LLC
RCC II, LLC	Florida	LLC
RCC III, LLC	Florida	LLC
RCC IV, LLC	Florida	LLC
RCC V, LLC	Florida	LLC

Third Article

RCC I, LLC, RCC II, LLC, RCC IV, LLC, and RCC V, LLC shall be simultaneously merged into RCC III, LLC, with RCC III, LLC as the surviving company. Each member will relinquish their membership interest in the target companies in exchange for a membership interest in the surviving company. No cash or property will be distributed in the merger, and each member will retain a proportionate interest in the surviving company. The merger shall be effective on August 29, 2006.



Fourth Article

Each company has two classes of ownership, common membership interests and preferred membership interests. James Comparato owns 80% of the common interest in each company prior to the merger and will own 80% of the common interest in the merged company. Carl E. Klepper owns 20% of the common interest in each company prior to the merger and will own 20% of the common interest in the merged company. Compson Associates of Boynton, LLC owns a \$500,000 preferred membership interest in RCC I, LLC, which shall be converted into a \$500,000 preferred membership interest in RCC III, LLC. Compson Associates of Boynton, LLC owns a \$150,000 preferred membership interest in RCC II, LLC, which shall be converted into a \$150,000 preferred membership interest in RCC III, LLC. Compson Associates of Boynton II, LLC owns a \$365,000 preferred membership interest in RCC IV, LLC, which shall be converted into a \$365,000 preferred membership interest in RCC III, LLC. Compson Associates of Boynton II, LLC owns a \$395,000 preferred membership interest in RCC V, LLC, which shall be converted into a \$395,000 preferred membership interest in RCC III, LLC. The \$115,000 preferred membership interest in RCC III, LLC that Compson Associates of Boynton II, LLC owns shall remain unchanged.

After the merger, the membership structure shall be as follows:

Jim Comparato shall own an 80% common membership interest.

Carl E. Klepper, Jr. shall own a 20% common membership interest.

Compson Associates of Boynton, LLC shall own a \$650,000 preferred membership interest.

Compson Associates of Boynton II, LLC shall own a \$875,000 preferred membership interest.

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