

L03000043197

Florida Department of State
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TALLAHASSEE, FL 32301

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MERGER OR SHARE EXCHANGE

NLR PROPERTY, LLC

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**ARTICLES OF MERGER OF
NLR PROPERTY II, LLC
WITH AND INTO
NLR PROPERTY, LLC**

The following articles of merger are being submitted in accordance with Section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes:

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	NLR Property II, LLC 4400 Rohde Road Okeechobee, Florida 34972 Florida Document/Registration Number: L03000053404 FEI Number: N/A	Florida	limited liability company

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

	<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
	NLR Property, LLC 4400 Rohde Road Okeechobee, Florida 34972 Florida Document/Registration Number: L03000043197 FEI Number: N/A	Florida	limited liability company

THIRD: The attached Plan of Merger meets the requirements of Section(s) 607.1108, 608.438, 617.1103, and/or 620.201, Florida Statutes, and was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in connection with Chapter(s) 607, 617, 608, and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entity(ies) that is/are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger.

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SIXTH: If not incorporated, organized, or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting shareholders, partners, and/or members of each domestic corporation, partnership, limited partnership and/or limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section(s) 607.1302, 620.205, and/or 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that, as a result of the merger, is now a general partner of the surviving entity pursuant to Section(s) 607.1108(5), 608.4381(2), and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective on:


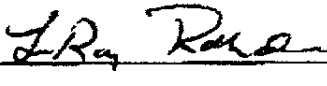
The date the Articles of Merger are filed with the Florida Department of State

OR

_____. [Enter specific date: NOTE: Date cannot be prior to date of filing.]

TENTH: The Articles of Merger comply and were executed in accordance with the laws of each party's applicable jurisdiction.

ELEVENTH: Signature(s) for each party.

Name of Entity	Signature(s)	Typed or Printed Name and Title of Individual
NLR Property, LLC		Leroy Rohde Manager
NLR Property II, LLC		Leroy Rohde Manager

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Section(s) 607.1107, 617.1103, 608.4381, and/or 620.202, is being submitted in accordance with Section(s) 607.1108, 608.438, and/or 620.201, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
NLR Property II, LLC	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
NLR Property, LLC	Florida

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

The merging parties shall be merged with and into the surviving party, and the separate existence of each merging party shall cease as of the effective date of this Plan of Merger. The surviving party shall retain the name of "NLR PROPERTY, LLC" after the merger. As of the effective date of this Plan of Merger, the surviving party shall possess all of the right, privileges, powers and franchises of each merging party, of a public as well as private nature, and all property, real, personal or otherwise, of each merging party, and all debts due on whatever account to it, including all choses of action and all and every other interest of or belonging to it, shall be taken by and deemed to be transferred to and vested in the surviving party without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving party shall continue unaffected and unimpaired by the merger.

The Articles of Organization and the Operating Agreement of the surviving party, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Articles of Organization and the Operating Agreement of the surviving party until duly amended in accordance with law, and no change to such Articles of Organization or Operating Agreement shall be affected by the merger hereunder. The person(s) who is/are the manager(s), director(s) and officer(s) of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the manager(s), director(s) and officer(s) of the surviving party without change, subject to the provisions of the Articles of Organization and Operating Agreement of the surviving party and the laws of the State of Florida.

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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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

After the effective date of this Plan of Merger, by virtue of the merger and without any action on the part of the sole member of the merging party or the sole member of the surviving party, all of the issued and outstanding certificates representing units of interest in merging party shall be converted into and represent the right to receive twenty-three percent (23%) of the units of interest in the surviving party. The issued and outstanding certificates representing ownership of units of interest in the surviving party shall not be affected by the merger under this Plan of Merger except that the surviving party shall now own seventy-seven percent (77%) of the units of interest in the surviving party.

- B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

Not Applicable

FIFTH: If a partnership or limited partnership is the surviving entity, the name(s) and address(es) of the general partner(s) are as follows:

<u>Name(s) and Address(es) of General Partner(s)</u>	<u>If General Partner is a Non-individual, Florida Document/Registration Number</u>
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Not Applicable

SIXTH: If a limited liability company is the surviving entity, the name(s) and address(es) of the manager(s)/managing member(s) are as follows:

Leroy Rohde, Manager
4400 Rohde Road
Okeechobee, Florida 34972

SEVENTH: All statements that are required by the laws of the jurisdiction(s) under which each Non-Florida business entity that is a party to the merger is formed, organized or incorporated are as follows:

Not Applicable

EIGHTH: Other provisions, if any, relating to the merger:

None.

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