

LD4000045977

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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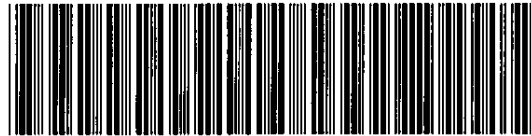
(Business Entity Name)

(Document Number)

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07 APR 30 PM 3:14

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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07 APR 30 PM 2:25

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

APPROVED
4/30/07

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: HIGHWAY 20 BEN STOUT RD, 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:

JOHNNY PETRANDIS, II

(Contact Person)

HIGHWAY 20 BEN STOUT RD, LLC

(Firm/Company)

4178 APALACHEE PARKWAY

(Address)

TALLAHASSEE, FL 32311

(City, State and Zip Code)

For further information concerning this matter, please call:

JOHNNY PETRANDIS, II at (850) 671-3000

(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

FILED

07 APR 30 PM 3: 14

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

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> |
|--|---------------------|-------------------------|
| <u>JP&JP2, INC</u> ^{P02-40698} | <u>FLORIDA</u> | <u>INCORPORATED</u> |
| <u>CAPITAL CITY LAND, INC</u> ^{P04-94094} | <u>FLORDIA</u> | <u>INCORPORATED</u> |
| <u>CAMPBELL OAKS HOMEOWNERS ASSOCIATION, INC</u> ^{P06-1041} | <u>FLORIDA</u> | <u>INCORPORATED</u> |
| <u>TALQUIN ELECTRIC OF FLORIDA, INC</u> ^{P02-40694} | <u>FLORIDA</u> | <u>INCORPORATED</u> |
| <u>GPTP, INC</u> ^{P03-70352} | <u>11</u> | <u>11</u> |

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> |
|--|---------------------|-------------------------|
| <u>HIGHWAY 20 BEN STOUT RD, LLC</u> ^{L04-45977} | <u>FLORIDA</u> | <u>LLC</u> |

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:

4/30/17

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:

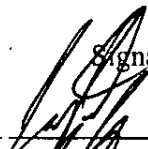
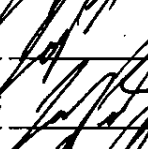
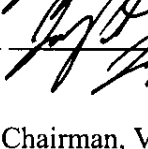
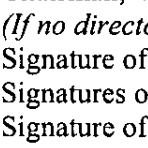
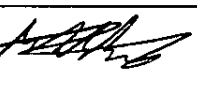

a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

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: |
|---|---|--------------------------------------|
| TALQUIN ELECTRIC OF FLORDIA, INC |  | JOHNNY PETRANDIS, II |
| CAPITAL CITY LAND, INC |  | JOHNNY PETRANDIS, II |
| HIGHWAY 20 BEN STOUT RD, LLC |  | JOHNNY PETRANDIS, II |
| CAMPBELL OAKS HOMEOWNERS ASSOCIATION, INC |  | JOHNNY PETRANDIS, II |
| JR0502, Inc |  | George |
| GPJP, Inc |  | George |

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> |
|---|---------------------|-------------------------|
| TALQUIN ELECTRIC OF FLORDIA, INC | FLORIDA | CORPORATION |
| CAPITAL CITY LAND, INC | FLORIDA | CORPORATION |
| CAMPBELL OAKS HOMEOWNERS ASSOCIATION, INC | FLORIDA | CORPORATION |
| JP & JP2, INC | FLORIDA | CORPORATION |
| GP JP, INC | " | " |

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> |
|------------------------------|---------------------|---------------------------|
| HIGHWAY 20 BEN STOUT RD, LLC | FLORIDA | LIMITED LIABILITY COMPANY |

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

MERGER IS TO TAKE PLACE ON 4-30-07, ALL DEBTS, LIABILITIES, AND OBLIGATIONS
OF ALL THE MERGING ENTITIES SHALL BECOME THE OBLIGATIONS OF THE SURVING, 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:

ONE SHARE OF STOCK IN EACH OF THE MERGING CORPORATIONS
SHALL BE TRADED IN FOR ONE SHARE OF STOCK IN
THE SURVIVING LLC. ALL DEBTS, OBLIGATIONS, AND LIABILITIES
ARE ASSUMED BY THE SURVIVING LLC, AS WELL AS ALL
CHECKING ACCOUNTS, AND OTHER ASSESTS

(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:

(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:

ONE SHARE OF STOCK IN EACH OF THE MERGING CORPORATIONS
SHALL BE TRADED IN FOR ONE SHARE OF STOCK IN
THE SURVIVING LLC. ALL DEBTS, OBLIGATIONS, AND LIABILITIES
ARE ASSUMED BY THE SURVIVING LLC, AS WELL AS ALL
CHECKING ACCOUNTS, AND OTHER ASSETS

(Attach additional sheet if necessary)

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(Attach additional sheet if necessary)