

L040000069608

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



000054722120

05/20/05--01031--003 **80.00

FILED

2005 MAY 20 PM 2:12

DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

J. BRYAN MAY 26 2005

HOOPER, HATHAWAY, PRICE, BEUCHE & WALLACE

AUDREY PRICE DIMARZO

ATTORNEYS AT LAW
126 SOUTH MAIN STREET
ANN ARBOR, MICHIGAN 48104-1945
(734) 662-4426

JOSEPH C. HOOPER
1899-1980

JOHN R. HATHAWAY
1929-2001

FAX (734) 662-9559

May 9, 2005

Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

FILED
2005 MAY 20 PM 2:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

Re: *Articles of Merger*

Dear Sir/Madam:

Enclosed for filing please find Articles of Merger for the merger of 18767 Tamiami Associates, L.L.C. with and into Carson's Road House of Fort Myers, L.L.C., each a Florida limited liability company.

Please send to me at the address above a certified copy of the Articles of Merger.

Also enclosed please find a check payable to "Florida Department of State" in the amount of \$80.00 representing the \$50.00 filing fee and \$30.00 fee for the certified copy.

Please verify your receipt of the enclosed Articles of Merger by date-stamping the enclosed copy of this letter and returning it to me in the enclosed, pre-addressed, stamped envelope.

If you have any questions or need more information, please do not hesitate to contact me at 734-662-4426 or adimarzo@hooperhathaway.com.

Very truly yours,

HOOPER, HATHAWAY, PRICE,
BEUCHE & WALLACE



Audrey Price DiMarzo

Enclosures

ARTICLES OF MERGER

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:

Name and Street Address

Jurisdiction

Entity Type

1. 18767 Tamiami Associates, L.L.C.

Florida

limited liability company

21775 Sound Way

Unit 102

Estero, FL 33928

Florida Document/Registration Number: L04000070205

FEI Number: 20-1715102

2. Carson's Road House of Fort Myers, L.L.C.

Florida

limited liability company

21775 Sound Way

Unit 102

Estero, FL 33928

Florida Document/Registration Number: L04000069608

FEI Number: 20-1715148

3.

Florida Document/Registration Number:

FEI Number:

4.

Florida Document/Registration Number:

FEI Number:

FILED
2008 MAY 20 PM 2:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)

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

NAME AND STREET ADDRESS
Carson's Road House of Fort Myers, L.L.C.
21775 Sound Way
Unit 102
Estero, FL 33928

JURISDICTION
Florida

ENTITY TYPE
limited liability company

Florida Document/Registration Number: L04000069608 FEI Number: 20-1715148

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 accordance 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 party(ies) 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.

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.

FILED
2005 MAY 20 PM 2:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

OR

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

(Note: Please see instructions for required signatures.)

(Attach additional sheet(s) if necessary)

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>
18767 Tamiami Associates, L.L.C.	Florida
Carson's Road House of Fort Myers, L.L.C.	Florida

FILED
2005 MAY 20 PM 2:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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

<u>Name</u>	<u>Jurisdiction</u>
Carson's Road House of Fort Myers, L.L.C.	Florida

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

On the effective date of the merger, the separate existence of 18767 Tamiami Associates, L.L.C. ("Tamiami") shall cease, and Carson's Road House of Fort Myers, L.L.C. ("Carson's") shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed, of Tamiami without the necessity for any separate transfer. Carson's shall thereafter be responsible and liable for all liabilities and obligations of Tamiami, and neither the rights of creditors nor any liens on the property of Tamiami shall be impaired by the merger.

(Attach additional sheet(s) 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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

Immediately prior to the merger, the members of Carson's are identical to the members of Tamiami and each member's ownership percentage in Carson's is identical to such member's ownership percentage in Tamiami. In the merger each interest of Tamiami shall be cancelled but each interest of Carson's shall continue to remain outstanding. After the effective date of the merger, the members of Carson's shall retain the ownership percentages of such interests that were in effect immediately prior to the effective date of the merger.

- 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.

(Attach additional sheet(s) if necessary)

FILED
2006 MAY 20 PM 2:12
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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:

Name(s) and Address(es) of General Partner(s)

If General Partner is a Non-Individual,
Florida Document/Registration Number

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

Mainstreet Ventures, Inc. — Manager
605 South Main Street
Suite 2
Ann Arbor, Michigan 48104

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:

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

FILED
2006 MAY 20 PM 2:13
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

(Attach additional sheet(s) if necessary)