

**L05000002403**

\_\_\_\_\_  
(Requestor's Name)

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(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

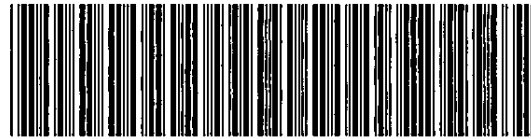
\_\_\_\_\_  
(Business Entity Name)

\_\_\_\_\_  
(Document Number)

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

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**900253855029**

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13 NOV 20 PM 1:39  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

APPROVED  
AND  
FILED

**C. LEWIS**

NOV 25 2013

**EXAMINER**

Dennis M. Solomon, P.A.

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Attorney at Law  
1601 Belvedere Road, Suite 407 South  
West Palm Beach, FL 33406

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November 19, 2013

**Via Fed Express (Tel. (850) 245-6051)**

Florida Department of State  
Registration Section  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Filing Merger Documents for the following three Florida limited liability companies:

1. High Ground Investments, LLC
2. Shallow Lake Partners, LLC
3. Capital Circle Development, LLC


Request for 2 Certified Copies

Dear Sir or Madam,

Enclosed please find a copy of the executed Certificate of Merger with attached Plan of Merger for filing with the Florida Department of State. This merger is to become effective upon filing. Please send me two certified copies of the Certificate of Merger showing that they were accepted and filed. Enclosed is a check in the amount of One Hundred Thirty Five Dollars (\$135.00) payable to the Florida Department of State representing the filing fee of \$75.00 and \$60.00 for the two certified copies.

Please let me know if anything further is required and thank you for your attention to this matter.

Sincerely,



Dennis M. Solomon

Enc.  
CC: Heather Richmond

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AND  
FILED

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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

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 jurisdictions for each merging party are as follows:

| <u>Name</u>                                     | <u>Jurisdiction</u> | <u>Form/Entity Type</u>   |
|---|---------------------|---------------------------|
| LD5000002416<br>High Ground Investments, LLC    | Florida             | Limited liability company |
| Shallow Lake Partners, LLC                      | Florida LD500000    | Limited Liability company |
| Capital Circle Development, LLC<br>LD5000002403 | Florida 2406        | Limited Liability company |

**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>   |
|---|---------------------|---------------------------|
| Capital Circle Development, LLC<br>LD5000002403 | Florida             | Limited liability company |

**THIRD:** The attached plan of merger ("Plan") was approved by each domestic corporation, limited liability company 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:** The date this document is filed by the Florida Department of State is the effective date of the merger.

**SIXTH:** Signature(s) for Each Party: \_\_\_\_\_

(Signatures for each party on following page.)

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AND  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**HIGH GROUND INVESTMENTS, LLC**

By: Meyer Hopkins North, Ltd.

a FL limited partnership

By Meyer Hopkins North, LLC, a Florida limited liability company,  
Its General Partner

By:   
Gail Meyer Asarch, Manager

**SHALLOW LAKE PARTNERS, LLC**

By: Meyer Hopkins North, Ltd.

a FL limited partnership

By Meyer Hopkins North, LLC, a Florida limited liability company,  
Its General Partner

By:   
Gail Meyer Asarch, Manager

**CAPITAL CIRCLE DEVELOPMENT, LLC**

By: Meyer Hopkins North, Ltd., a Florida limited partnership

By Meyer Hopkins North, LLC, a Florida limited liability company,  
Its General Partner

By:   
Gail Meyer Asarch, Manager

APPROVED  
AND  
FILED

Plan of Merger

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**FIRST:** The exact name, form/entity type, and jurisdiction for each merging party are as follows:

CLERK OF SUPERIOR COURT  
STATE OF FLORIDA  
TALLAHASSEE, FLORIDA

| <u>Name</u>                  | <u>Jurisdiction</u> | <u>Form/Entity Type</u>   |
|------------------------------|---------------------|---------------------------|
| High Ground Investments, LLC | Florida             | Limited liability company |
| Shallow Lake Partners, LLC   | Florida             | Limited liability company |

**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>   |
|---------------------------------|---------------------|---------------------------|
| Capital Circle Development, LLC | Florida             | Limited liability company |

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

Each member of High Ground Investments, LLC and Shallow Lake Partners, LLC will be a member of Capital Circle Development, LLC having the following membership interests therein:

|                               |                          |
|-------------------------------|--------------------------|
| Meyer Hopkins North, Ltd.     | Forty Nine Percent (49%) |
| Mapes Capital Development LLC | Two Percent (2%)         |
| Mariner, L.L.C.               | Forty Nine Percent (49%) |

The Manager of the surviving company shall be Meyer Hopkins North, Ltd., whose sole general partner is Meyer Hopkins North LLC. Gail Meyer Asarch is the manager of Meyer Hopkins North, LLC. The resident agent shall be Paul Mapes and the principle office of the Company and the resident agent is 1601 Belvedere Road, Suite 407 South, West Palm Beach, Florida 33406.

The surviving party may engage in any lawful business.

The capital accounts of each of the members of the surviving party shall equal the amount of the capital accounts of each of the members of the merging parties plus each such member's capital account in the surviving company.

**FOURTH:**

A. *The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interest, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:*

All assets, property, interests, loans, receivables, shares, obligations or other securities of each merged party shall become the same interest, shares, obligations or other securities of the surviving party. The capital accounts of each of the members of the surviving party shall equal the amount of the capital accounts of each of the members of the merging party plus each such member's capital account in the surviving company.

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

By the execution and filing of this Plan and Certificate with the Secretary of State, State of Florida, such act shall constitute an assignment, transfer and conveyance by the merging parties of all their rights and obligations to the surviving party. Each member of the merging parties has the right to acquire and shall be deemed to have acquired the same membership percentage and membership interest in the surviving party as each such member had in the merging party without additional payment.

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not applicable.

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

None.

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