

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H11000299708 3)))



H110002997083ABC4

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page. Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : ROBINS, KAPLAN, MILLER & CIRESI
Account Number : 120090000063
Phone : (239) 430-7070
Fax Number : (239) 213-1970

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 DEC 22 AM 10:18

FILED

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE
RP/Six Development, LLC

Certificate of Status	0
Certified Copy	0
Page Count	07
Estimated Charge	\$50.00

A. LUNT

DEC 27 2011

EXAMINER

(((H11000299708 3)))

ARTICLES OF MERGER

of

SEAFOOD DYNAMICS OF SOUTHWEST FLORIDA, LLC,
a Florida Limited Liability Company

into

RP/SIX DEVELOPMENT, LLC,
a Florida Limited Liability CompanySECRETARY OF STATE
TALLAHASSEE, FLORIDA

2011 DEC 22 AM 10:16

FILED

The following articles of merger are being submitted in accordance with Section 608.4382 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. Seafood Dynamics of Southwest Florida, LLC Florida 4206 Mercantile Avenue Naples, Florida 34104		Limited Liability Company
Florida Document/Registration Number: L10000101682 FEI Number: 27-3562441		
2. RP/Six Development, LLC 4051 Gulfshore Boulevard N Apartment 1202 Naples, Florida 34103	Florida	Limited Liability Company

Florida Document/Registration Number: L05000025363 FEI Number: 20-2503817

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

RP/Six Development, LLC 4051 Gulfshore Boulevard N Apartment 1202 Naples, Florida 34103	Florida	Limited Liability Company
--	---------	---------------------------------

Florida Document/Registration Number: L05000025363 FEI Number: 20-2503817

(((H11000299708 3)))

THIRD: The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608, 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.

NINTH: The merger shall become effective as of:

The date of the filing of these Articles with the Secretary of State.

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

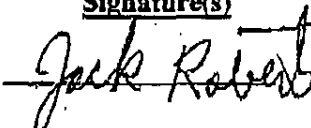
2011 DEC 22 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

(((H11000299708 3)))

(((H11000299708 3)))

ELEVENTH: SIGNATURE(S) FOR EACH PARTY

<u>Name of Entity:</u>	<u>Signature(s)</u>	<u>Typed or printed name of Indiv.</u>
SEAFOOD DYNAMICS OF SOUTHWEST FLORIDA, a Florida Limited Liability Company		JACK ROBERTS, Managing Member

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 22nd day
December 2011, by JACK ROBERTS, as Managing Member, on behalf of SEAFOOD
DYNAMICS OF SOUTHWEST FLORIDA, LLC, a Florida Limited Liability Company,
who is personally known to me or who has produced _____ (type of
identification) as ~~identification~~ and who did (did not) take an oath. NOTE: If a type of
identification is not inserted in the blank provided, then the person(s) executing this instrument was
personally known to me. If the words in the parenthetical "did not" are not circled, then the
person(s) executing this instrument did take an oath.

My Commission Expires:


Signature

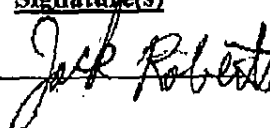
Type or print name of Notary)



FILED
2011 DEC 22 AM 10:16
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

(((H11000299708 3)))

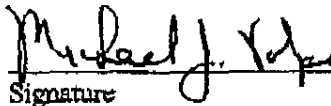
(((H11000299708 3)))

<u>Name of Entity:</u>	<u>Signature(s)</u>	<u>Typed or printed name of Indiv.</u>
RP/SIX DEVELOPMENT, LLC, A Florida Limited Liability Company		JACK ROBERTS, its Managing Member

STATE OF FLORIDA
COUNTY OF COLLIER

The foregoing instrument was acknowledged before me this 22nd day
December 2011, by JACK ROBERTS, as Managing Member, on behalf of RP/SIX
DEVELOPMENT, LLC, A Florida Limited Liability Company, who is personally known to
me or who has produced _____ (type of identification) as identification and
who did (did not) take an oath. NOTE: If a type of identification is not inserted in the blank
provided, then the person(s) executing this instrument was personally known to me. If the words in
the parenthetical "did not" are not circled, then the person(s) executing this instrument did take an
oath.

My Commission Expires:


Signature

(Type or print name of Notary)



FILED
 26H DEC 22 AM 16
 TALLAHASSEE, FLORIDA
 CLERK OF COURT

(((H11000299708 3)))

(((H11000299708 3)))

PLAN OF MERGER

of

SEAFOOD DYNAMICS OF SOUTHWEST FLORIDA, LLC,
a Florida Limited Liability Company

into

RP/SIX DEVELOPMENT, LLC,
a Florida Limited Liability Company

The following plan of merger, which was adopted and approved by each party to the merger in accordance with section 608.4381, is being submitted in accordance with section 608.438, Florida Statutes.

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

<u>Name</u>	<u>Jurisdiction</u>
Seafood Dynamics of Southwest Florida, LLC a Florida Limited Liability Company	Florida
RP/Six Development, LLC a Florida Limited Liability Company	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
RP/Six Development, LLC a Florida Limited Liability Company	Florida

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

- A. The term "effective date" shall mean the date on which these Articles of Merger are filed with the Secretary of State.
- B. On the effective date, **SEAFOOD DYNAMICS OF SOUTHWEST FLORIDA, LLC**, (hereinafter "Seafood Dynamics") shall be merged with and into **RP/SIX DEVELOPMENT, LLC**, (hereinafter "RP/Six"). The separate existence of Seafood Dynamics shall cease at the effective date and the existence of RP/Six shall continue unaffected and unimpaired by the merger with all the rights, privileges, immunities, and franchises, of a public as well as of a private nature,

SECONDARY OF STATE
TALLAHASSEE, FLORIDA

2011 DEC 22 AM 09:16

FILED

(((H11000299708 3)))

and subject to all the duties and liabilities of limited liability companies organized under the laws of the State of Florida.

- C. The Plan of Merger has been approved by the Members of both Seafood Dynamics and RP/Six in accordance with Section 608.4381, Florida Statutes.
- D. At the effective date, RP/Six shall possess all the rights, privileges, immunities, and franchises of a public and private nature, of Seafood Dynamics and shall be responsible and liable for all liabilities and obligations of Seafood Dynamics as more particularly set forth in Section 608.4383, Florida Statutes.
- E. There are no minority or dissenting shareholders or members of Seafood Dynamics or RP/Six, respectively. All of the members will become members of RP/Six.
- F. If at any time RP/Six shall consider it advisable that any other assignment or assurances are necessary or desirable to vest, effect, confirm, or record in RP/Six the title of any property or rights of Seafood Dynamics, or to otherwise carry out the provisions hereof, the manager and/or members of Seafood Dynamics, as of the effective date, shall execute and deliver any and all proper deeds, assignments, or assurances in law, and do all things necessary or proper to vest, perfect, or confirm title to such property or rights in RP/Six.
- G. RP/Six shall pay all expenses of accomplishing the merger.
- H. Anytime before the filing with the Florida Department of State of the Articles of Merger to be filed in connection herewith, the members of RP/Six may amend this plan. If the Articles of Merger have already been filed, Amended Articles of Merger shall be filed with the Department of State, but only if such Amended Articles can be filed before the effective date.
- I. If for any reason consummation of the Merger is inadvisable in the opinion of the Members of RP/Six, this Merger may be terminated at any time before the effective date by resolution of the members of RP/Six. Upon termination as provided herein, this Plan shall be void and of no further effect, and there shall be no liability by reason of this Plan or the termination hereof on the part of RP/Six or Seafood Dynamics or their directors, officers, members, employees or shareholders.

FOURTH:

- A. Each of the existing members of Seafood Dynamics will become a member of RP/Six with the same percentage of ownership owned by such Member on the effective date of the Merger.

2011 DEC 22 AM 10:16
FILED
STATE OF FLORIDA
TALLAHASSEE
(((H11000299708 3)))

(((H11000299708 3)))

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 No.

N/A

N/A

SIXTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name(s) and address(es) of the manager(s) are as follows:

JACK ROBERTS, whose address is 4051 Gulfshore Boulevard North, Apartment 1202,
Naples, Florida 34103

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:

N/A

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

NONE

FILED
DEC 22 AM 10
CLERK OF STATE
TALLAHASSEE, FLORIDA