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POPE BARLOGA

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Division of Corporations

**L05000027159**

Florida Department of State  
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**MERGER OR SHARE EXCHANGE**

Rebeccas Landing, L.L.C.

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**CERTIFICATE OF MERGER  
FOR  
FLORIDA LIMITED LIABILITY COMPANY**

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.	<u>Rebeccas Landing, L.L.C.</u> <u>1815 Turner Wood Lane</u> <u>Panama City Beach, FL 32407</u>	<u>Florida</u>	<u>LLC</u>
	Florida Document/Registration Number: <u>L05000027759</u>		FBI Number: <u>36-4570877</u>
2.	<u>Rebeccas Landing Development, L.L.C.</u> <u>1815 Turner Wood Lane</u> <u>Panama City Beach, FL 32407</u>	<u>Florida</u>	<u>LLC</u>
	Florida Document/Registration Number: <u>L05000066351</u>		FBI Number: <u>20-3106496</u>

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**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	Jurisdiction	Entity Type
1.	<u>Rebeccas Landing, L.L.C.</u> <u>1815 Turner Wood Lane</u> <u>Panama City Beach, FL 32407</u>	<u>Florida</u>	<u>LLC</u>
	Florida Document/Registration Number: <u>L05000027759</u>		FBI Number: <u>36-4570877</u>

**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 limited liability company 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 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 the Articles of Merger are filed with Florida Department of State

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

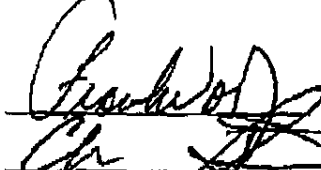
**ELEVENTH: SIGNATURE(S) FOR EACH PARTY:**

Name of Entity

Signature(s)

Typed or Printed Name:  
of Authorized Member

Rebeccas Landing, L.L.C.

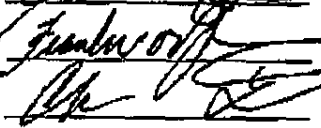


Frank Wood, Jr.



Charles Faircloth

Rebeccas Landing Development, L.L.C.



Frank Wood, Jr.



Charles Faircloth

**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>
Rebeccas Landing, L.L.C.	Florida
Rebeccas Landing Development, L.L.C.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Rebeccas Landing, L.L.C.	Florida

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

Rebeccas Landing Development, L.L.C. is being merged with and into Rebeccas Landing, L.L.C. and the separate existence of Rebeccas Landing Development, L.L.C. shall cease. Rebeccas Landing, L.L.C. shall be the surviving entity and shall continue its existence under the laws of the State of Florida and shall keep the same name.

**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:

A one percent interest in REBECCAS LANDING DEVELOPMENT, L.L.C. as it exists immediately prior to the merger will become a .5% interest in REBECCAS LANDING, L.L.C. on the effective date of the merger.

A one percent interest in REBECCAS LANDING, L.L.C. as it exists immediately prior to the merger will become a .5% interest in REBECCAS LANDING, L.L.C. on 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*

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: *Not Applicable*

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

Frank Wood, Jr., 1814 Turner Wood Lane, Panama City Beach, FL 32407

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*

IN WITNESS WHEREOF, each Member / Managing Member of the LLC has caused this Plan of Merger to be approved. Each Member / Managing member acknowledges this Plan of Merger to be the act and deed of the LLC on whose behalf the Member / Managing Member

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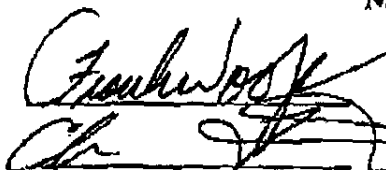
has executed this document and, under penalties of perjury, certifies that the matters and facts set forth herein are true in all material respects to the best of that person's knowledge, information and belief.

Name of Entity

Signature(s)

Typed or Printed  
Name of Individual

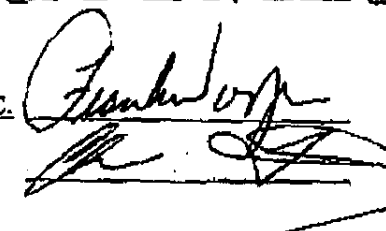
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Frank Wood, Jr.

Charles Faircloth

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