

LU5000031398

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

08 JUL 21 PM 2:45

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DEPT. OF REVENUE
TALLAHASSEE, FLORIDA

09 JUL 21 AM 11:25

RECEIVED

B. KOHR

JUL 21 2008

EXAMINER

CAPITAL CONNECTION, INC.

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

Quail Roost Station-P4
TRANSORDER, LLC

FILED
08 JUL 21 PM 2:45
TALLAHASSEE, FLORIDA

Signature _____

Requested by: BAW

Name _____

Date 7/21

Time 11:00

Walk-In _____

Will Pick Up _____

- _____ Art of Inc. File _____
- _____ LTD Partnership File _____
- _____ Foreign Corp. File _____
- _____ L.C. File _____
- _____ Fictitious Name File _____
- _____ Trade/Service Mark _____
- ☒ _____ Merger File LLC
- _____ Art. of Amend. File _____
- _____ RA Resignation _____
- _____ Dissolution / Withdrawal _____
- _____ Annual Report / Reinstatement _____
- _____ Cert. Copy _____
- _____ Photo Copy _____
- _____ Certificate of Good Standing _____
- _____ Certificate of Status _____
- _____ Certificate of Fictitious Name _____
- _____ Corp Record Search _____
- _____ Officer Search _____
- _____ Fictitious Search _____
- _____ Fictitious Owner Search _____
- _____ Vehicle Search _____
- _____ Driving Record _____
- _____ UCC 1 or 3 File _____
- _____ UCC 11 Search _____
- _____ UCC 11 Retrieval _____
- _____ Courier _____

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

FILED
08 JUL 21 PM 2:45
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:

LOG000014100

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Quail Roost Station-P4	Florida	LLC
Transordev, LLC	Florida	LLC

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>
Transordev, LLC	Florida	LLC

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:

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:

N/A

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 entitles 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: N/A

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:
Quail Roost Station-P4		
Transordev, LLC		

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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

<u>Fees:</u>	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

<u>Certified Copy (optional):</u>	\$30.00
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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>
Transordev, LLC	Florida	LLC
Quail Roost Station-P4	Florida	LLC

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>
Transordev, LLC	Florida	LLC

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

See attached plan

(Attach additional sheet if necessary)

PLAN OF MERGER

THIS PLAN OF MERGER (the "Plan") dated as of the 16 day of July, 2008 is between Transordev, LLC, a Florida limited liability company (the "Surviving Company") and Quail Roost Station-P4, LLC, a Florida limited liability company ("Acquired Company").

WHEREAS, at a duly organized meeting held on June 30, 2008 of the members of each of Surviving Company and Acquired Company have approved the merger of Acquired Company with and into Surviving Company (the "Merger") and have approved the Merger under the terms and conditions set forth herein; and

WHEREAS, at a duly organized meeting held on June 30, 2008 of the members of each of Surviving Company and Acquired Company have adopted this Plan of Merger.

NOW, THEREFORE, in consideration of the premises, and of the representations, warranties and agreements contained herein, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

1. The Acquired Company shall merge in to the Surviving Company.
2. The separate existence of the Acquired Company shall cease to exist as of the Effective Date and Effective Time, which shall be upon the filing of the Certificate of Merger with the Secretary of State of the State of Florida, except insofar as it may be continued under applicable law in order to carry out the purposes of this Plan.
3. The Surviving Company shall be the Surviving Company, Transordev, LLC.
4. The Articles of Organization of the Surviving Company shall continue in full force and effect as the charter document of the Surviving Company.
5. The name of the Surviving Company shall remain unaffected.
6. No consideration will be given for Acquired Company's equity interest. Upon the Effective Date and at the Effective Time, the members of the Surviving Company prior to merger shall have their interest proportionally reduced 15%, and the equity interests of the Acquired Company will be surrendered and extinguished and each member of the Acquired Company will be automatically issued a membership interest in the Surviving Company as follows: 9.975% of the Surviving Company; Grouper Transit, LLC will be entitled to and issued 4.275% of the Surviving Company; and Ivan Almeida will be entitled to and issued .75% of the Surviving Company.

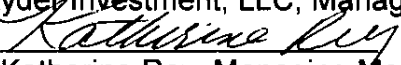
7. The manager of the Surviving Company shall be the same as the manager of Transordev, LLC, which is Ryder, Investments, LLC whose address is 21 SW 21 Road, Miami, FL 33129.
8. The officer and directors of the Surviving Company shall remain the same.
9. Upon the Effective Date the Surviving Company shall succeed to and possess all right, title and interest to all property, real and personal or mixed, and to all debts due to Acquired Company, as well as all other things and causes of action.
10. Upon the Effective Date, all rights of creditors and all liens upon any property of Acquired Company shall be preserved unimpaired and all debts, liabilities and duties of Acquired Company shall attach to the Surviving Company and may be enforced against it to the same extent as if the debts, liabilities and duties had been incurred or contracted by it.
11. The Surviving Company shall indemnify and hold harmless the Acquired Company and its officers and directors against all such debts, liabilities, duties, and all claims and demands arising out of the Merger.
12. As requested by the Surviving Company, the Acquired Company shall execute and deliver, all such documents, instruments, assignments and things as may be necessary, proper or desirable to vest, perfect or confirm the Surviving Company's right, title and interest in, to and under any of the rights, privileges, powers, franchises, properties or assets of Acquired Company, in accordance with the purposes of this Plan.
13. The Surviving Company and its proper officers or members or their designees shall be authorized to execute and deliver, in the name and on behalf of Acquired Company, all such bills of sale, assignments and assurances and to do, in the name and on behalf of Acquired Company, all other acts and things as may be necessary, proper or desirable to vest, perfect or confirm the Surviving Company's right, title and interest in, to and under any of the rights, privileges, powers, franchises, properties or assets of Acquired Company, in accordance with the purposes of this Plan.

IN WITNESS WHEREOF, the parties hereto have caused this Plan to be duly executed and delivered as of the date first written above.

Surviving Company and Surviving Company:

TRANSORDEV, LLC

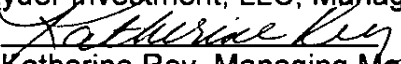
By: Ryder Investment, LLC, Manager


Katherine Rey, Managing Member

Acquired Company:

Quail Roost Station-P4, LLC.

By: Ryder Investment, LLC, Manager


Katherine Rey, Managing Member