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DIVISION OF CORPORATIONS
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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: KINGSLEY VENTURES DEVELOPMENT CO., LLC
Name of Surviving Party

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DIVISION OF CORPORATIONS
12 MAR 16 PM 2:46

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Terry McDavid

Contact Person

Firm/Company

P.O. Box 1328

Address

Lake City, FL 32025

City, State and Zip Code

denise@flaland.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Terry McDavid

Name of Contact Person

at (386)

752-1896

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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DIVISION OF CORPORATIONS
12 MAR 16 PM 2:46

**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 jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Kingsley Beach, LLC	Florida	LLC
Kingsley Ventures Development Co., 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>
Kingsley Ventures Development Co., 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:

Date of filing _____.

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:

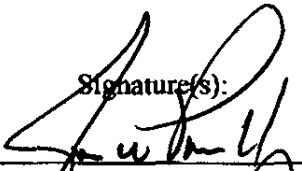
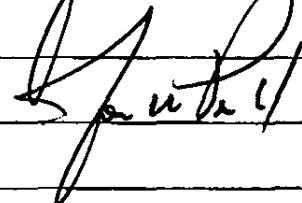
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N.A. _____

Mailing address: N.A. _____

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:
Kingsley Ventures Development		Jon W. Pritchett MGRM
Co., LLC		
Kingsley Beach, LLC		Jon W. Pritchett MGRM

Corporations:	Chairman, Vice Chairman, President or Officer (If no directors selected, signature of incorporator.)
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>
Kingsley Beach, LLC	Florida	LLC
Kingsley Ventures Development Co., 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>
Kingsley Ventures Development Co., LLC	Florida	LLC

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

Kingsley Beach, LLC and Kingsley Ventures Development Co., LLC, shall be merged. The surviving entity shall be Kingsley Ventures Development Co., LLC. The Managing Member of the surviving entity shall be Jon W. Pritchett.

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

Upon the merger of the entities, the members, and their respective membership units, of Kingsley Beach, LLC, shall be converted into members and membership units/interests in the surviving entity in the manner and percentages as set forth under the Operating Agreement of Kingsley Ventures Development Co., LLC, and as agreed to by the Members.

The entities and respective members shall cause to be executed and filed and/or recorded any document or documents prescribed by the laws of the State of

Continued on attached sheet

(Attach additional sheet if necessary)

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

The rights to acquire the interests, shares, obligations or other securities of the survivor shall be according to the percentage of membership unit ownership held by each member in the survivor.

(Attach additional sheet if necessary)

FOURTH: - Continued

Florida, and that they shall cause to be performed all necessary acts therein and elsewhere to effectuate the merger subject, however, to any provision or provisions contained hereinafter for abandoning or amending the Plan of Merger.

Each party further agrees to use its reasonable best efforts to ensure that the purposes of this Agreement (and any related documents and agreements referred to herein) are realized and to take such further actions or steps, and execute and deliver (and, as appropriate, file) such further documents, certificates, instruments and agreements, as are reasonably necessary to implement the provisions of this Agreement.

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

None

(Attach additional sheet if necessary)

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

None

(Attach additional sheet if necessary)