

LOS000043031

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LOS-43031  
JL

PAUL D. NEWELL, P.A.

ATTORNEY AT LAW  
260-A LAWRENCE BOULEVARD  
SUITE 201  
P.O. BOX 1369

KEYSTONE HEIGHTS, FL 32656-1369

TELEPHONE  
(352) 473-4928  
FACSIMILE  
(352) 473-0388  
office@pnewelllaw.com

PAUL D. NEWELL

September 6, 2005

Department of State  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

Re: Merger of Florida Limited Partnership (Lake Area of Keystone Heights) into a Florida LLC (Retirement Concepts, LLC)

Dear Sir or Madam:

I am enclosing herewith the following for filing, etc:

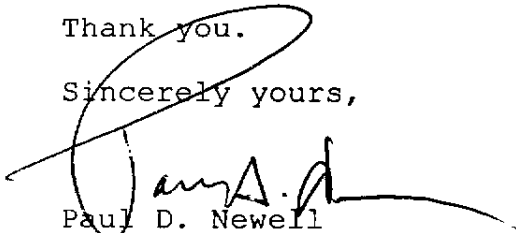
1. Articles of Merger
2. Plan of Merger
3. Check for \$107.50 for filing fees and certified copy of the Certificate of Merger

Please forward me a certified copy of the Certificate of Merger at your earliest convenience. I have enclosed a return envelope for your convenience.

Please call me if you have any questions or require further information.

Thank you.

Sincerely yours,

  
Paul D. Newell  
PDN/mlh

Enclosures: (as indicated)

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## ARTICLES OF MERGER

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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Lake Area of Keystone Heights, LTD c/o Paul D. Newell, P.A. P.O. Box 1369 Keystone Heights, FL 32656	Florida	Limited Partnership
Florida Document/Registration Number: A98000001906		FEI Number: 593530299
2. Retirement Concepts, LLC 470 S.W. 63rd Street Road Ocala, FL 34474	Florida	LLC
Florida Document/Registration Number: L05000043031		FEI Number: 20-3335735
3. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____
4. _____ _____ _____	_____	_____
Florida Document/Registration Number: _____		FEI Number: _____

(Attach additional sheet(s) if necessary)

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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:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Retirement Concepts, LLC	Florida	LLC
470 S.W. 63rd Street Road		
Ocala, FL 34474		

Florida Document/Registration Number: L05000043031      FEI Number: 20-3335735

**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 corporation, limited liability company, partnership and/or limited partnership 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 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.

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**NINTH:** The merger shall become effective as of:

The date the Articles of Merger are filed with Florida Department of State

**OR**

(Enter specific date. NOTE: Date cannot be prior to the date of filing.)

**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:**

*(Note: Please see instructions for required signatures.)*

Name of Entity \_\_\_\_\_

Signature(s)

Typed or Printed Name of Individual

## Lake Area of Keystone Heights

Steven M. Edwards

Steven M. Edwards

Retirement Concepts, LLC

Steven M. Edwards

Steven M. Edwards

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(Attach additional sheet(s) if necessary)

## 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>
Lake Area of Keystone Heights, Ltd.	Florida

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

<u>Name</u>	<u>Jurisdiction</u>
Retirement Concepts, LLC	Florida

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

Lake Area of Keystone Heights, Ltd. being wholly owned by Retirement Concepts, LLC shall cease to exist as a separate entity, the surviving entity of this merger to be Retirement Concepts, LLC.

*(Attach additional sheet(s) if necessary)*

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**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:

The interests of the merged company shall be converted into identical interests in the surviving entity.

- 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:

No such rights exist.

*(Attach additional sheet(s) if necessary)*

**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 Number

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

Steven M. Edwards - Managing Member  
470 S.W. 63rd Street Road  
Ocala, FL 34474

**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:

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*(Attach additional sheet(s) if necessary)*