

# L05000055019

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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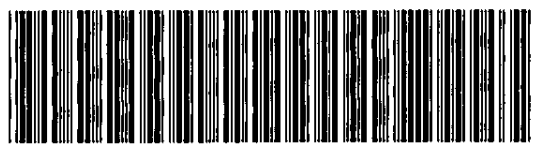
(Business Entity Name)

(Document Number)

Certified Copies \_\_\_\_\_ Certificates of Status \_\_\_\_\_

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EFFECTIVE DATE  
12-31-2011

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FILED  
11 DEC 27 PM 4: 56  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

K. SALY  
EXAMINER  
DEC 29 2011

# WATSON & JONES, P.A.

COUNSELLORS AT LAW

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JACKSON, MS 39225-3546  
TELEPHONE: (601) 939-8900  
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WRITER'S DIRECT NUMBER

\*ALSO ADMITTED IN TN

December 22, 2011

**VIA FEDERAL EXPRESS**

Florida Department of State  
Registration Section  
Division of Corporations  
2661 Executive Center Circle  
Tallahassee, Florida 32301

RE: Merger of SDI of Boynton Beach, LLC and  
SDI of Lake Worth, LLC (both Mississippi LLC's) into  
Suncoast Royal Investments, LLC (Florida LLC)

Dear Sir or Madam:

In connection with the above referenced transaction, enclosed please find the following:

- 1) Original and one (1) copy of a *Certificate of Merger for Florida Limited Liability Company*; and
- 2) Our firm's check number 8886 payable to the Florida Department of State in the amount of \$105 (\$25 for each limited liability company involved in this merger transaction and \$30 as payment for a certified copy of the Florida Department of State certificate verifying that SDI of Boynton Beach, LLC and SDI of Lake Worth, LLC have been merged with and into Suncoast Royal Investments, LLC (the surviving entity).

Please file the original *Certificate of Merger* and we also request that you confirm your receipt of this document by stamping the copy of the *Certificate* as "received," then emailing the "received" copy to me at [mhinton@wjpalaw.com](mailto:mhinton@wjpalaw.com) (or faxing a "received" copy to my attention at (601) 932-4400).

Please mail the original certified copy of the certificate (verifying completion of the transaction) to my attention at P.O. Box 23546, Jackson, MS 39225-3546. An *Articles of Merger* is also being filed with the Mississippi Secretary of State for the merger of these entities.

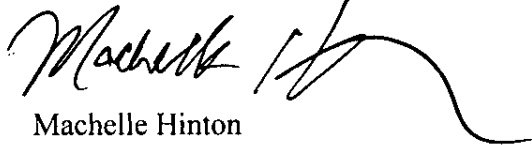
Florida Department of State  
Registration Section – Division of Corporations  
December 22, 2011  
Page Two

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**This transaction is time-sensitive.** If you require additional information or have any question regarding the above, please contact me immediately at (601) 939-8900.

Sincerely,

**WATSON & JONES, P. A.**



Machelle Hinton

Enclosures

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Suncoast Royal Investments, LLC  
Name of Surviving Party

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

Please return all correspondence concerning this matter to:

W. Robert Jones, III or Machele Hinton  
Contact Person

Watson & Jones, P.A.  
Firm/Company

P.O. Box 23546  
Address

Jackson, MS 39225-3546  
City, State and Zip Code

rjones@wjpgalaw.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Robert Jones or Machele Hinton at ( 601 ) 939-8900  
Name of Contact Person 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

EFFECTIVE DATE  
12-31-2011

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

FILED  
11 DEC 27 PM 4: 56  
SECRETARY OF STATE  
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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Suncoast Royal Investments, LLC	Florida	LLC L05000055019
SDI of Boynton Beach, LLC	Mississippi	LLC
SDI of Lake Worth, LLC	Mississippi	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>
Suncoast Royal Investments, 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:

December 31, 2011 at 11:59 p.m.

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**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

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**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 entitled 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

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Mailing address: N/A


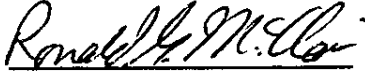

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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Suncoast Royal Investments, LLC</u>		McClain, McClain, McClain, Inc./Authorized Member By Ronald G. McClain, its President
<u>SDI of Boynton Beach, LLC</u>		Suncoast Royal Investments, LLC/Member By: McClain, McClain, McClain, Inc./Authorized Member By: Ronald G. McClain, its President
<u>SDI of Lake Worth, LLC</u>		Suncoast Royal Investments, LLC/Member By: McClain, McClain, McClain, Inc./Authorized Member By: Ronald G. McClain, its President
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	

<b><u>Fees:</u></b>	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

**Certified Copy (optional):** \$30.00

**PLAN OF MERGER**

**\*\*\*\*\*SEE ATTACHED 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>
_____	_____	_____
_____	_____	_____
_____	_____	_____
_____	_____	_____

**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>
_____	_____	_____

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

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\_\_\_\_\_

*(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:

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*(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:

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*(Attach additional sheet if necessary)*

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

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*(Attach additional sheet if necessary)*

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

N/A

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*(Attach additional sheet if necessary)*

EFFECTIVE DATE  
12-31-2011

PLAN OF MERGER

FILED

11 DEC 27 PM 4: 56

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

ARTICLE I.

SDI of Boynton Beach, LLC, a Mississippi limited liability company, and SDI of Lake Worth, LLC, a Mississippi limited liability company, shall be, and hereby are, merged with and into Suncoast Royal Investments, LLC, a Florida limited liability company.

ARTICLE II.

The terms and conditions of this merger and the mode of carrying it into effect are as follows:

A.

The surviving entity shall be a Florida limited liability company with the name Suncoast Royal Investments, LLC.

B.

The Articles of Organization for Suncoast Royal Investments, LLC as in effect on the effective date of the merger, shall continue in full force and effect as the Articles of Organization of the surviving company, until such Articles of Organization may be altered or amended in accordance with the laws of the State of Florida.

C.

The Operating Agreement of Suncoast Royal Investments, LLC as in effect on the effective date of the merger, shall continue in full force and effect as the Operating Agreement of the surviving company, until such Operating Agreement may be altered or amended in accordance with its provisions and with the laws of the State of Florida

D.

One hundred percent (100%) of the membership interests of SDI of Boynton Beach, LLC and of SDI of Lake Worth, LLC is owned by Suncoast Royal Investments, LLC. At the effective time of the merger, all such membership interests existing immediately prior to the merger shall be cancelled and no membership interests shall be issued in exchange therefor. The outstanding membership interests of Suncoast Royal Investments, LLC shall not be affected by the merger.

E.

The effect of the merger shall be as provided in the Florida Limited Liability Company Act and the Mississippi Limited Liability Company Act, respectively. The plan of merger and the performance of its terms are duly authorized by all actions required by the laws under which each entity is organized, or by which each entity is governed, and by each entity's organizational documents.

### ARTICLE III.

The effective date and time of the merger shall be 11:59 p.m. on December 31, 2011.