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WS000103329

Florida Department of State  
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## MERGER OR SHARE EXCHANGE

## PEACE RIVER BASIN PARTNERS, LLC

Certificate of Status	0
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June 8, 2007

## FLORIDA DEPARTMENT OF STATE

Division of Corporations

PEACE RIVER BASIN PARTNERS, LLC  
C/O JACK O. BACKETT II  
99 NESBIT STREET  
PUNTA GORDA, FL 33950US

SUBJECT: PEACE RIVER BASIN PARTNERS, LLC  
REF: L05000103329

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refile the complete document, including the electronic filing cover sheet.

Section 608.407, Florida Statutes, requires the document(s) to be signed by a member or by the authorized representative of a member.

Please return your document, along with a copy of this letter, within 30 days or your filing will be considered abandoned.

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**ARTICLES OF MERGER/CERTIFICATE OF MERGER**

THE FOLLOWING Articles of Merger and Certificate of Merger are being submitted in accordance with Sections 608.4382 of the *Florida Statutes*.

**ARTICLE I**

The exact name and jurisdiction of the disappearing entity is as follows:

**NAME**  
PEACE RIVER LAND  
HOLDINGS OF FLORIDA, LLC  
Document No. L05000088113

**JURISDICTION**  
FLORIDA

**ARTICLE II**

The exact name and jurisdiction of the surviving entity is as follows:

**NAME**  
PEACE RIVER BASIN  
PARTNERS, LLC  
Document No. L05000103329

**JURISDICTION**  
FLORIDA

**ARTICLE III**

Attached hereto is the Plan of Merger. The Plan of Merger was approved by each domestic limited liability company that is a party to the merger in accordance with the applicable provisions of Chapters 608 of the *Florida Statutes*. All of the managers and all of the members of the disappearing entity and the surviving entity have approved the Plan of Merger.

**ARTICLE IV**

This merger is not prohibited by any agreement of the parties or the Articles of Organization of the disappearing entity or the surviving entity.

IN WITNESS WHEREOF, these Articles of Merger and Certificate of Merger are executed this 8<sup>th</sup> day of June, 2007.

**SURVIVING ENTITY:**


PEACE RIVER BASIN PARTNERS,  
LLC, a Florida limited liability company

By its Manager: EARTHBALANCE  
CORPORATION, a Florida corporation

By:   
Donald H. Ross, President  
Authorized representative of Member

**DISAPPEARING ENTITY:**

PEACE RIVER LAND HOLDINGS OF  
FLORIDA, LLC, a Florida limited liability  
company

By:   
Morgan Gray Stevens, Manager  
Authorized representative of Member

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**PLAN OF MERGER**

THE FOLLOWING PLAN OF MERGER was adopted and approved by each party to the Merger in accordance with Sections 608.438; 608.4381; 608.4382 and 608.4383, *Florida Statutes*;

**RECITALS:**

WHEREAS, PEACE RIVER LAND HOLDINGS OF FLORIDA, LLC, a Florida limited liability company (Document Number L05000088113) (the "Disappearing Entity") desires to merge with and into PEACE RIVER BASIN PARTNERS, LLC, a Florida limited liability company (Document Number L05000103329) (the "Surviving Entity"); upon the terms and subject to the conditions set forth in this Plan of Merger (the "Plan"); and

WHEREAS, the Surviving Entity owns one hundred percent (100%) of the membership interest in the Disappearing Entity; and

WHEREAS, PEACE RIVER HOLDINGS, LLC, an Illinois limited liability company owns fifty percent (50%) of the membership of the Surviving Entity and EARTHBALANCE CORPORATION, a Florida corporation owns fifty percent (50%) of the membership of the Surviving Entity; and

WHEREAS, the manager of the Surviving Entity and the manager of the Disappearing Entity have determined that it is advisable that the Disappearing Entity be merged into the Surviving Entity;

NOW THEREFORE, in consideration of the foregoing and the provisions contained herein the parties agree as follows:

**ARTICLE I**

The exact name and jurisdiction of each merging party are as follows:

<u>NAME</u>	<u>JURISDICTION</u>
PEACE RIVER LAND HOLDINGS OF FLORIDA, LLC Document No. L05000088113	FLORIDA
PEACE RIVER BASIN PARTNERS, LLC Document No. L05000103329	FLORIDA

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ARTICLE II

The exact name and jurisdiction of the Surviving Entity is as follows:

<u>NAME</u>	<u>JURISDICTION</u>
PEACE RIVER BASIN PARTNERS, LLC Document No. L05000103329	FLORIDA

ARTICLE III

The terms and conditions of the merger are as follows:

1. The Effective Date of the merger shall be the date on which the Articles of Merger are filed with the Department of State of the State of Florida.

2. On the Effective Date, the Disappearing Entity shall be merged with and into the Surviving Entity. The separate existence of the Disappearing Entity shall cease at the Effective Date and the existence of the Surviving Entity shall continue unaffected and unimpaired with all of the rights, privileges, immunities, and franchises of a public as well as a private nature and subject to all of the duties and liabilities of limited liability companies organized under the laws of the State of Florida.

3. The Articles of Organization of the Surviving Entity in effect immediately prior to the Effective Date shall, without any changes, be the Articles of Organization of the Surviving Entity from and after the Effective Date until further amended as permitted by law.

4. On the Effective Date, the Surviving Entity shall be responsible and liable for all liabilities and obligations of the Disappearing Entity.

5. Because the Surviving Entity owns one hundred percent (100%) of the membership interest in the Disappearing Entity, there shall be no conversion of the membership interest of Disappearing Entity, nor any payment therefor and the membership interest of the Disappearing Entity shall cease to exist on the Effective Date of the merger. There are no rights to acquire any interest in the Disappearing Entity and, therefore, there are no rights of any member of the Disappearing Entity to acquire shares, obligations or other securities of the Surviving Entity.

IN WITNESS WHEREOF, the parties hereto have executed this Plan of Merger this 8 day of JUNE, 2007.

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**SURVIVING ENTITY:**

PEACE RIVER BASIN PARTNERS,  
LLC, a Florida limited liability company

By its Manager: EARTHBALANCE  
CORPORATION, a Florida corporation

By: Donald H. Ross  
Donald H. Ross, President  
Authorized representative of Member

**DISAPPEARING ENTITY:**

PEACE RIVER LAND HOLDINGS OF  
FLORIDA, LLC, a Florida limited liability  
company

By: Morgan Gray Stevens  
Morgan Gray Stevens, Manager  
Authorized representative of Member

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### CONSENTS AND APPROVALS

The undersigned being the all the members of PEACE RIVER BASIN PARTNERS, LLC, a Florida limited liability company, and PEACE RIVER LAND HOLDINGS OF FLORIDA, LLC, a Florida limited liability company, hereby waive notice and consent to and approve the foregoing Plan of Merger.

MEMBERS OF:

PEACE RIVER BASIN PARTNERS,  
LLC, a Florida limited liability company

EARTHBALANCE CORPORATION,  
a Florida corporation

By: Donald H. Ross  
Donald H. Ross, President

PEACE RIVER HOLDINGS, LLC  
an Illinois limited liability company

By: Morgan Gray Stevens  
Morgan Gray Stevens, Managing member

MEMBERS OF:

PEACE RIVER LAND HOLDINGS OF  
FLORIDA, LLC, a Florida limited liability

PEACE RIVER BASIN PARTNERS, LLC,  
a Florida limited liability company

By its Manager: EARTHBALANCE  
CORPORATION, a Florida corporation

By: Donald H. Ross  
Donald H. Ross, President

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