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Division of Corporations
Fax Number : (850)617-6380

From:
Account Name : BAKER & HOSTETLER LLP
Account Number : I19990000077
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Fax Number : (407)841-0168

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TALLAHASSEE, FLORIDA

A. LUNT
NOV - 4 2008
EXAMINER

MERGER OR SHARE EXCHANGE

Citrus Investments, LLC

Certificate of Status	1
Certified Copy	1
Page Count	04
Estimated Charge	$92.50

$110.00

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CERTIFICATE OF MERGER
FOR
FLORIDA LIMITED LIABILITY COMPANY

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with Section 608.4382, Florida Statutes.

FIRST: The exact name, form/entity type, and jurisdiction for each merging party is as follows:

(i) Citrus Real Property, LLC, a Florida limited liability company; and
L06-31053

(ii) WrightCo, LLC, a Florida limited liability company.
L06-46321

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

Citrus Investments, LLC, a Florida limited liability company doing business as Citrus Kia.
L05-122387

THIRD: The attached Plan of Merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The effective date of the merger will be the date of filing this Certificate of Merger with the Florida Department of State.

FIFTH: Signatures for each party:

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CITRUS REAL PROPERTY, LLC, a Florida limited liability company

By: [signature]
Steve Hiteman, Managing Member

WRIGHTCO, LLC, a Florida limited liability company

By: WrightCo Holdings, LLC, a Florida limited liability Company, Sole Member

By: [signature]
Kenneth Wright, Manager

CITRUS INVESTMENTS, LLC, a Florida
limited liability company

By:______________________________
Steve Hiteman, Managing Member

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TALLAHASSEE, FLORIDA

PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each merging party is as follows:

(i) Citrus Real Property, LLC, a Florida limited liability company ("Citrus Real Property")

and

(ii) WrightCo, LLC, a Florida limited liability company ("WrightCo").

SECOND: The exact name, form/entity type, and jurisdiction of the surviving party is as follows:

Citrus Investments, LLC, a Florida limited liability company doing business as Citrus Kia ("Citrus Investments," and together with Citrus Real Property and WrightCo, the "Merged Entities").

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

A. On the Effective Date (as defined below), Citrus Real Property and WrightCo shall be merged into Citrus Investments and Citrus Investments shall be the surviving company ("Survivor") and as such shall continue to be governed by the laws of the State of Florida.

B. The existence and identity of Survivor, with all its purposes, powers, franchises, privileges, rights and immunities, shall continue unaffected and unimpaired by the merger and the company existence and identity of each of Citrus Real Property and WrightCo with each of its respective purposes, powers, franchises, privileges, rights and immunities, at the Effective Date shall be merged with and into that of Citrus Investments and Survivor shall be vested fully therewith and the separate existence and identity of each of Citrus Real Property and WrightCo shall thereafter cease, except to the extent continued by statute.

C. At the Effective Date, any and all property, real, personal, intellectual and mixed, of any of the Merged Entities, and all debts due, as well as other things and causes of action belonging to any of the Merged Entities, shall be vested in Survivor, and shall thereafter be the property of Survivor as they were of such Merged Entity. All rights of creditors and all liens upon any property of any of the Merged Entities shall be preserved unimpaired, and all debts, liabilities and duties of any of the Merged Entities that have merged shall attach to Survivor and may be enforced against Survivor to the same extent as if the debts, liabilities and duties had been incurred or contracted by Survivor.

D. The merger shall become effective upon the filing of the Certificate of Merger with the Florida Department of State (the "Effective Date").

FOURTH:

A. The manner and basis of converting the interests, obligations or other securities of each merged party into the interests, obligations or other securities of Survivor, in whole or in part, into cash or property is as follows: All outstanding membership interests of Citrus Investments immediately prior to the Effective Date shall remain outstanding and unchanged as of the Effective Date. All outstanding membership interests of Citrus Real Property shall be deemed cancelled and replaced with one (1) unit of Series B membership interests of Citrus Investments. All outstanding membership interests of WrightCo shall be deemed cancelled on payment of $216,107.00 to WrightCo or its designated Section 1031 intermediary as of the Effective Date.

B. The manner and basis of converting rights to acquire the interests, obligations or other securities of each merged party into rights to acquire the interests, obligations or other securities of Survivor, in whole or in part, into cash or other property is as follows: There are no rights to acquire interests, obligations or other securities of any merged party.

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

A. The Articles of Organization of Citrus Investments, as in effect on the Effective Date, as the same may be amended from time to time, shall continue in full force and effect and shall be the Articles of Organization of Survivor.

B. The Operating Agreement of Citrus Investments, as in effect on the Effective Date, as the same may be amended from time to time, shall continue in full force and effect and shall be the Operating Agreement of Survivor.

C. The managers of Citrus Investments immediately preceding the Effective Date shall be the persons holding such positions for Survivor as of and immediately following the Effective Date.

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

CITRUS INVESTMENTS, LLC, a Florida limited liability company

By: ______________________
Steve Hiteman, Managing Member

CITRUS REAL PROPERTY, LLC, a Florida limited liability company

By: ______________________
Steve Hiteman, Managing Member

WRIGHTCO, LLC, a Florida limited liability company

By: WrightCo Holdings, a Florida limited liability Company, Sole Member

By: ______________________
Kenneth Wright, Manager

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