

LO 6000015006

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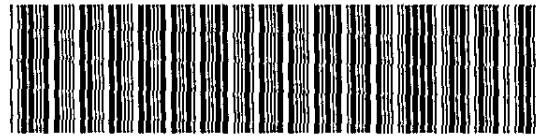
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February 13, 2006

**CORPORATION NAME (S) AND DOCUMENT NUMBER (S):**

Alleve Investments, LLC L06000015006 merging L05000032159

**Filing Evidence**

- ☐ Plain/Confirmation Copy
- ☒ Certified Copy

**Retrieval Request**

- ☐ Photocopy
- ☐ Certified Copy

**Type of Document**

- ☐ Certificate of Status
- ☐ Certificate of Good Standing
- ☐ Articles Only
- ☐ All Charter Documents to Include Articles & Amendments
- ☐ Fictitious Name Certificate
- ☐ Other

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NEW FILINGS	
<input type="checkbox"/>	Profit
<input type="checkbox"/>	Non Profit
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Domestication
<input type="checkbox"/>	Other

AMENDMENTS	
<input type="checkbox"/>	Amendment
<input type="checkbox"/>	Resignation of RA Officer/Director
<input type="checkbox"/>	Change of Registered Agent
<input type="checkbox"/>	Dissolution/Withdrawal
<input checked="" type="checkbox"/>	Merger

OTHER FILINGS	
<input type="checkbox"/>	Annual Reports
<input type="checkbox"/>	Fictitious Name
<input type="checkbox"/>	Name Reservation
<input type="checkbox"/>	Reinstatement

REGISTRATION/QUALIFICATION	
<input type="checkbox"/>	Foreign
<input type="checkbox"/>	Limited Liability
<input type="checkbox"/>	Reinstatement
<input type="checkbox"/>	Trademark
<input type="checkbox"/>	Other

**Certificate of Merger  
of  
Alleve Investments, LLC  
and  
Alleve Investments, LLC**

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The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies pursuant to the provisions of Florida Statutes Section 608.4382.

1. **Alleve Investments, LLC** is a limited liability company organized and existing under the laws of the State of Florida (Florida Department of State Document Number L0500032159) with its principal office at 971 North Lake Sybelia Drive, Maitland, Florida 32751. **Alleve Investments, LLC** is a limited liability company organized and existing under the laws of the State of Florida (Florida Department of State Document Number L06000015006) with its principal office at 971 North Lake Sybelia Drive, Maitland, Florida 32751.

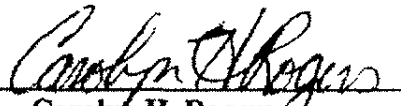
2. **Alleve Investments, LLC** (L05000032159) shall merge with and into **Alleve Investments, LLC** (L06000015006) which shall be the surviving entity.

3. The attached Plan of Merger meets the requirements of Florida Statutes Section 608.438 and was approved by each limited liability company that is a party to the merger in the manner prescribed by Florida Statutes Chapter 608.


4. The merger shall become effective as of the date this Certificate of Merger is filed with the Florida Department of State.

Dated February 13<sup>TH</sup>, 2006

**Alleve Investments, LLC**

  
By: Carolyn H. Rogers  
Its: Manager

**Alleve Investments, LLC**

  
By: Carolyn H. Rogers  
Its: Manager

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TALLAHASSEE, FLORIDA

**Plan of Merger  
of  
Alleve Investments, LLC (#L05000032159)  
and  
Alleve Investments, LLC (L06000015006)**

This Plan of Merger (the "Agreement") is entered into by and between Alleve Investments, LLC, with a Florida Department of State Document Number of L05000032159, (the "Absorbed Company") and Alleve Investments, LLC, with a Florida Department of State Document Number of L06000015006 (the "Company" or sometimes referred to as the "Surviving Company") on this 13<sup>th</sup> day of February, 2006.

The Absorbed Company is an limited liability company organized and existing under the laws of the State of Florida, with its principal office at 971 N. Lake Sybella Drive, Maitland, FL 32751.

The Surviving Company is a limited liability company organized and existing under the laws of the State Of Florida with its principal office at 971 N. Lake Sybella Drive, Maitland, FL 32751.

The Absorbed Company and the Surviving Company have each elected to be taxed as an S corporation.

The Manager and Members of the Absorbed Company and the Manager and Members of the Surviving Company deem it desirable and in the best business interests of the business entities and their members that the Absorbed Company be merged into the Surviving Company pursuant to the provisions of Florida Statutes Section 608.438. This Agreement contemplates a tax-free merger in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended.

In consideration of the mutual covenants, and subject to the terms and conditions set forth below, the parties agree as follows:

**Section 1 Merger.**

The Absorbed Company shall merge with and into the Surviving Company, which shall be the surviving entity.

**Section 2 Effective Date**

The effective date of this Plan of Merger shall be the date the Articles of Merger are filed with the Florida Department of State (the "Effective Date").

**Section 3 Terms and Conditions.**

On the Effective Date of the merger, the separate existence of the Absorbed Company shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and all the property, whether real or personal, and mixed of the Absorbed Company, without the necessity for any separate transfer. The Surviving Company shall then be responsible and liable for all liabilities and obligations of the Absorbed Company, and neither the rights of creditors nor any liens on the property of the Absorbed Company shall be impaired by the merger.

The Surviving Company may at any time after the Effective Date take any action (including executing and delivering any document) in the name and on behalf of either the Absorbed Company or Surviving Company in order to carry out and effectuate the transactions contemplated by this Agreement.

### ***Section 3 Conversion of Membership Interests.***

The manner and basis of converting the membership interests in the Absorbed Company into membership interests of the Surviving Company is as follows:

- a. Each membership unit of the Absorbed Company and Surviving Company shall be converted into a one-half (1/2) membership unit and thereafter each membership unit of the Absorbed Company shall be exchanged for membership units in the Surviving Company at a ratio of one to one.
- b. No member will receive any consideration other than the membership rights afforded the member pursuant to the terms of the Operating Agreement of the Surviving Company.
- c. After the Effective Date of the merger, each holder of certificates for units of membership interest in the Absorbed Company, if issued, shall surrender them to the Surviving Company or its Manager in the manner that the Surviving Company shall legally require. On receipt of the certificates, the Surviving Company shall issue and exchange certificates for membership units in the surviving entity, representing the percentage of membership interests to which the holder is entitled as provided above.

### ***Section 4 Changes in Articles of Organization.***

The Articles of Organization of the Surviving Company shall continue to be its Articles of Organization following the Effective Date of the merger.

### ***Section 5 Changes in Operating Agreement.***

The Operating Agreement of the Surviving Company shall continue to be its Operating Agreement following the Effective Date of the merger.

### ***Section 6 Managers.***

The name of the Manager of the Absorbed Company is **Carolyn H. Rogers** and the name of the Manager of the Surviving Company will be **Carolyn H. Rogers**.

### ***Section 7 Prohibited Transactions.***

Neither the Absorbed Company nor the Surviving Company shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the absorbed and surviving entities may take all action necessary or appropriate under the laws of the State of Florida to consummate the Merger.

### ***Section 8 Approval by Members.***

This Agreement shall be submitted for the approval of the members of the Absorbed Company and the Surviving Company in the manner provided by the applicable laws of the State of Florida.

**Section 9 *Abandonment of Merger.***

This Plan of Merger may be abandoned by action of the managers of the Absorbed Company or the Surviving Company at any time prior to the Effective Date or on the happening of the following events:

(a) If the merger is not approved by the members of the Absorbed Company or the members of the Surviving Company on or before **March 31, 2006**; or

(b) If, in the judgment of the managers of the Absorbed Company or the managers of Surviving Company, the merger would be impracticable because of the number of dissenting members asserting appraisal rights under the laws of the State of Florida.

**Section 10 *Execution of Agreement, Entire Agreement.***

This Agreement may be executed in any number of counterparts, and each counterpart shall constitute an original instrument. This Agreement constitutes the entire agreement of the parties hereto. This Agreement supersedes all prior agreements and oral understandings between the parties to this Agreement with respect to such matters.

IN WITNESS WHEREOF, this Agreement is executed by the respective Managers of the Absorbed Company and Surviving Company, pursuant to the authorization of their respective members, on the date first above written.

Alleve Investments, LLC (#L05000032159)

  
By: Carolyn H. Rogers  
Its: Manager

Alleve Investments, LLC (#L06000015006)

  
By: Carolyn H. Rogers  
Its: Manager