

W6600050927

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

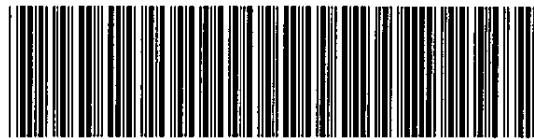
(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



100129920941

05/22/08--01025--021 **50.00

FILED

2008 MAY 22 AM 11:18

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

T. CLINE

MAY 23 2008

EXAMINER

Chace Ruttenberg & Freedman, LLP

Attorneys at Law

Direct Dial: (401) 453-6414
E-mail: rberkelhammer@crflfp.com

Robert B. Berkelhammer**
Nathan W. Chace
Douglas J. Emanuel**
Robert D. Fine*
Carl I. Freedman
Bret W. Jedele
Drew P. Kaplan
Bruce R. Ruttenberg
Don E. Wineberg*
Richard D. Zimmerman*

*Also admitted in Massachusetts

† Also admitted in Connecticut

ø Also admitted in New York

May 20, 2008

Via Federal Express Two Day

State of Florida
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

RE: Certificate of Merger
Bagabond Properties, LLC (A Florida LLC and Surviving Party)
and MJR Properties, LLC (A Rhode Island LLC and Non-survivor)

2008 MAY 22 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

Dear Sir/Madam:

Enclosed please find for filing a Certificate of Merger for the above-referenced limited liability companies. Attached to the Florida cover letter and form is the Plan of Merger. Also enclosed is a check in the amount of \$50 for the filing fee.

If you have any questions, please feel free to contact me or my assistant, Laurel Drach, at (401) 453-6410 Extension 26.

Sincerely,



Robert B. Berkelhammer

Enclosures
RBB:lcd

cc: Mr. William A. Riessen

CR & F

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Bagabond Properties, 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:

Robert B. Berkelhammer, Esq.

(Contact Person)

Chace Ruttenberg & Freedman, LLP

(Firm/Company)

1 Park Row, Suite 300

(Address)

Providence, RI 02903

(City, State and Zip Code)

FILED
2008 MAY 22 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

Robert B. Berkelhammer at (401) 453-6400

(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

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

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>
MJR Properties, LLC	Rhode Island	LLC
Bagabond Properties, LLC	Florida	LLC

2008 MAY 22 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

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>
Bagabond Properties, 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:

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:

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 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: _____

Mailing address: _____

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 MAY 22 AM 11:18

FILED

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:
MJR Properties, LLC	<i>William A. Riessen</i>	William A. Riessen
Bagabond Properties, LLC	<i>William A. Riessen</i>	William A. Riessen
_____	_____	_____
_____	_____	_____

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

<u>Fees:</u>	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

<u>Certified Copy (optional):</u>	\$30.00
--	---------

2008 MAY 22 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

PLAN OF MERGER

This Plan of Merger is made and entered into as of the 14th day of May, 2008, by and between BAGABOND PROPERTIES, LLC, a Florida limited liability company ("Bagabond"), and MJR PROPERTIES, LLC, a Rhode Island limited liability company ("MJR").

W I T N E S S E T H:

WHEREAS, Bagabond and MJR desire to merge upon the terms and subject to the conditions of this Agreement; and

WHEREAS, the sole manager of Bagabond is William A. Riessen, and the sole members of Bagabond are William A. Riessen and Dorothy Riessen; and

WHEREAS, MJR is a member run limited liability company ("LLC") and the sole member of MJR is Bagabond;

ARTICLE I

THE TERMS OF THE MERGER; EFFECTIVE TIME.

1.1 The Terms and Conditions of the Merger. Bagabond and MJR as the constituent LLCs shall merge and are hereby merged together into a single LLC with Bagabond as the surviving LLC in the Merger, and the separate LLC existence of MJR shall thereupon cease.

1.2 Effective Time. The parties shall cause Articles of Merger and Certificate of Merger meeting the requirements of law to be properly executed and filed in the State of Rhode Island and State of Florida (the "Certificate of Merger"). The Merger shall become effective upon filing (the "Effective Time").

ARTICLE II

ARTICLES OF ORGANIZATION; OPERATING AGREEMENT OF BAGABOND AS THE SURVIVING LLC.

2.1 Articles of Organization. The Articles of Organization of Bagabond as they exist on the Effective Time shall be the Articles of Organization of Bagabond as the surviving LLC following the Effective Time, until duly amended in accordance with its terms and applicable law.

2.2 Operating Agreement. The Operating Agreement of Bagabond as it exists on the Effective Time shall be the Operating Agreement of Bagabond as the surviving

2008 MAY 22 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

LLC following the Effective Time, until duly amended in accordance with its terms and applicable law.

ARTICLE III

MANAGER OF THE SURVIVING LLC.

The Manager of Bagabond shall remain the Manager of Bagabond after the Effective Time until his successor has been duly elected or appointed and qualified or until his earlier death, resignation or removal in accordance with Bagabond's Articles of Organization and Operating Agreement.

ARTICLE IV

CONVERSION OF INTERESTS IN THE MERGER.

The membership interests of MJR as it existed immediately prior to the Effective Time shall be canceled and shall cease to exist so that the Members of Bagabond shall own the interests of the Merged and Surviving LLC in the same ratio as they owned the membership interest in Bagabond immediately prior to the Effective Time.

ARTICLE V

ASSETS AND LIABILITIES.

At and after the Effective Time, Bagabond shall succeed to and possess, without further act or deed, all of the estate, rights, privileges, powers, and franchises, both public and private, and all of the property, real, personal, and mixed, of MJR; all debts due to MJR shall be vested in Bagabond; all claims, demands, property, rights, privileges, powers and franchises and every other interest of MJR shall be as effectively the property of Bagabond; the title to any real estate vested by deed or otherwise in MJR shall not revert or be in any way impaired by reason of the Merger, but shall be vested in Bagabond; all rights of creditors and all liens upon any property of either of the parties hereto shall be preserved unimpaired, limited in lien to the property affected by such lien at the Effective Time; all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to Bagabond and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it. No deed shall be required to vest the real property of MJR in Bagabond. This Plan of Merger shall fully vest the rights to said real property in Bagabond without any further or additional action on the part of MJR and/or Bagabond.

[Signature page follows]

FILED
2008 MAY 2 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, this Plan of Merger has been duly executed and delivered by or on behalf of each of the parties hereto as of the date first above written.

BAGABOND PROPERTIES, LLC

By: William A. Riessen
Name: William A. Riessen
Title: Manager

MJR PROPERTIES, LLC

By: Bagabond Properties, LLC,
sole member

By: William A. Riessen
Name: William A. Riessen
Title: Manager

FILED
2008 MAY 22 AM 11:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA