

L060000062686

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J. BRYAN NOV 15 2006

**COVER LETTER**

**TO:** Registration Section  
Division of Corporations

**SUBJECT:** Desoto AM 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:

Derrick Eihausen

(Contact Person)

Knott, Consoer, Ebelini, Hart & Swett, P.A.

(Firm/Company)

1625 Hendry St. Suite 301

(Address)

Ft. Myers Florida 33901

(City, State and Zip Code)

For further information concerning this matter, please call:

Kate Eyler

(Name of Contact Person)

at ( 239 )

3342722

(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

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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 Company in accordance with s. 608.4382, Florida Statutes.

**FIRST:** The exact name, entity type, and jurisdiction for each merging party are as follows:

<u>Name:</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Desoto AM LLC	Florida	LLC
Elias Brothers Communities Three, Inc. #P04000109589	Florida	Corporation

**SECOND:** The exact name, entity type, and jurisdiction of the surviving party are as follows:

<u>Name:</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Desoto AM LLC #L06000062686	Florida	LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, and limited liability company, 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:** The effective date of the merger is October 25, 2006.

**SIXTH:** The survivor's name and principal office address is as follows:

Desoto AM LLC  
1415 Panther Lane #246  
Naples, FL 34109

**SEVENTH:** The parties intend for this transaction to qualify as a corporate reorganization as a statutory merger under Section 368 (a) (1) (A) of the Internal Revenue Code of 1986, as amended.

**EIGHTH:** Meir Alice and Aviel Alias shall be the managing members of the surviving entity.

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**NINETH:** The undersigned parties to the merger hereby appear, confirm and ratify the transaction.

**ELIAS BROTHERS COMMUNITIES THREE, INC.**

By: Meir Alice  
Meir Alice  
Its: Chairman & Vice President

Dated: 11/08/06

**DESOTO AM, LLC**

By: Meir Alice  
Meir Alice  
Its: Managing Member

Dated: 11/08/06

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## PLAN OF MERGER

**FIRST:** The exact name, entity type, and jurisdiction for each merging party are as follows:

<u>Name:</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Elias Brothers Communities Three, Inc.	Florida	LLC
Desoto AM LLC	Florida	Corporation

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

<u>Name:</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Desoto AM LLC	Florida	LLC

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

- A. The Operating Agreement of DeSoto AM LLC, as it exists on the effective date of the merger, shall be and remain the Operating Agreement of the Desoto AM LLC, until the same shall be altered, amended or repealed as provided therein.
- B. The Managing Members of Desoto AM LLC, shall convene a meeting of the managing members as soon as practicable after the date when the merger shall become effective and may be called or may be convened in the manner provided in the Operating Agreement of Desoto AM LLC.
- C. All persons who shall be officers of Desoto AM LLC, on the effective date of the merger shall be and remain in the same respective offices of the Desoto AM LLC, until the holders of membership interests in Desoto AM LLC, elect or appoint their successors.
- D. When the merger shall become effective, the separate existence of ELIAS BROTHERS COMMUNITIES THREE, INC. shall cease and said corporation shall be merged in accordance with the provisions of this plan into DESOTO AM LLC, which shall survive such merger and shall continue in existence and shall, without other transfer, succeed to and possess all the rights, privileges, immunities, powers and purposes of Elias Brothers Communities Three, Inc., and all of the property, real and personal including subscriptions for shares, causes of action in every other asset of Elias Brothers Communities Three, Inc., including, without limitation, the name, trademarks, trade names of Elias Brothers Communities Three Inc., shall vest

in Desoto AM LLC without further act or deed, except that if Desoto AM LLC shall at any time deem it desirable that any further assignment or assurance shall be given to fully accomplish the purposes of this merger, the directors and officers of Elias Brothers Communities Three, Inc. shall do all things necessary, including the execution of any and all relevant documents, to properly effectuate the merger; Desoto AM LLC, shall assume and be liable for all liabilities, obligations and penalties of Elias Brothers Communities Three, Inc. No liability or obligations due or to become due, claim or demand for any cause existing against Elias Brothers Communities Three, Inc., or any shareholder, officer or director thereof, shall be released or impaired by such merger. No action or proceeding, civil and criminal, then pending by or against Elias Brothers Communities Three, Inc., shall be discontinued by such merger, but may be enforced, prosecuted, settled or compromised as if such merger had not occurred, or that Desoto AM LLC may be substituted in such action in place of Elias Brothers Communities Three, Inc.

**FOURTH:** The manner and basis of converting shares of ELIAS BROTHERS COMMUNITIES THREE, INC. into membership interests of DESOTO AM LLC, are as follows:

- A. All of the outstanding common shares of Elias Brothers Communities Three, Inc. outstanding on the effective date of the merger and all rights in respect thereto, shall forthwith, upon such effective date, be converted into, and become exchanged for membership interest units of Desoto AM LLC, and each holder of the common shares of Elias Brothers Communities Three, Inc. shall thereafter be entitled, upon certificates representing the shares of fully-paid and non-assessable membership interests of Desoto AM LLC, to which such holder shall be entitled on the aforesaid basis of conversion in exchange.
- B. Any shares of any class of Elias Brothers Communities Three, Inc. held in its treasury on the effective date of the merger will be canceled.
- C. All of the outstanding membership interests of Desoto AM LLC outstanding on the effective date of the merger and all rights in respect thereto, shall forthwith, upon such effective date, be converted into, and become exchanged for membership interests of Desoto AM LLC, and each holder of membership interests of Desoto AM LLC shall thereafter be entitled, upon presentation for surrender to Desoto AM LLC or its agent, of the certificate or certificates representing such membership interests, to receive an exchange therefore a certificate or certificates representing membership interests of fully-paid and non-assessable common shares of Desoto AM LLC to which such holder shall be entitled on the aforesaid basis of conversion in exchange.

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