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SECRETARY OF STATE TALLAHASSEE, FLORIDA

FILED

#### **COVER LETTER**

Division of Corporations	
SUBJECT: Renton Company, LLC	
(Name of Surviving	g Party)
The enclosed Certificate of Merger and fee(s) are	submitted for filing.
Please return all correspondence concerning this n	2006 OCT 16 SECRETARY TALLAHASSE
Paul Renton	TAR ASS
(Contact Person)	111
Renton Company, LLC	P 1: 59 OF STATE E. FLORIDA
(Firm/Company)	ORI 1: 5
1640 Webb Drive	OF 9
(Address)	
Clearwater, FL 33755	
(City, State and Zip Code)	<del></del>
For further information concerning this matter, ple	ease call:
Paul Renton at (	727 <u>)</u> 447 9675
(Name of Contact Person)	Area Code and Daytime Telephone Number)
Certified copy (optional) \$30.00	
STREET ADDRESS:	MAILING ADDRESS:
Registration Section	Registration Section
Division of Corporations	Division of Corporations
Clifton Building	P. O. Box 6327
2661 Executive Center Circle	Tallahassee, FL 32314

Tallahassee, FL 32301

## Certificate of Merger For Florida Limited Liability Company SECRETARY OF STATE TALLAHASSEE. FLORIDA

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 608.4382, Florida Statutes.

**<u>FIRST:</u>** The exact name, form/entity type, and jurisdiction for each <u>merging</u> party are as follows:

Name	<u>Jurisdiction</u>	Form/Entity Type
Renton Company	y, LLC Oregon	LLC
Renton Company	y, LLC Florida	LLC
SECOND: The exact nam as follows:	ne, form/entity type, and jur	risdiction of the <u>surviving</u> party are
<u>Name</u>	Jurisdiction	Form/Entity Type
Renton Company	v. 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 ending that 16 P 1: 59 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 incompleted TARY OF STATE TALLAHASSEE, FLORIDA
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, to which such members are entitles under ss.608.4351-608.43595, F.S.
EIGHTH: If the surviving party is an out-of-state entity not qualified to transact ousiness in this state, the surviving entity:
.) 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:
treet address:
Nailing address:

b.) Appoints the Florida Secretary of State as its agent for service of process in a 27 16 p 1: 59 proceeding to enforce obligations of each limited liability company that metaling such entity, including any appraisal rights of its members under ss.608.4351-608.4350555 Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:

Signature(s):

Typed or Printed Name of Individual:

Renton Company, LLC(OR)

Paul Renton, Member

Renton Company, LLC(FL)

Paul Renton, Member

Corporations:

Chairman, Vice Chairman, President or Officer

(If no directors selected, signature of incorporator.)

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

**Fees:** 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

**Certified Copy (optional):** 

\$30.00

#### **PLAN OF MERGER**

· PL	AN OF MERGER	SECRETARY OF SACH Merging parts, are sage form/Entity Type
FIRST: The exact name, form/entity follows:		ach merging parts are as
Name Renton Company, LLC	Jurisdiction Oregon	Form/Entity Type LLC
Renton Company, LLC		LLC
SECOND: The exact name, form/en as follows: Name	tity type, and jurisdiction of <u>Jurisdiction</u>	the <u>surviving</u> party are <u>Form/Entity Type</u>
Renton Company, LLC	Florida	LLC
THIRD: The terms and conditions of All assets and liabilities	_	any, LLC, an
Oregon Limited Liability	Company, are tra	ansferred to
Renton Company, LLC,	a Florida Limited	Liability
Company. The merged the merging Oregon LLC		
shares in the merging O and the resulting Florida		
		e iliuividuais Wi
the same ownership per	centages.	

(Attach additional sheet if necessary)

#### **FOURTH:**

A. The manner and basis of converting the interests, shares, obligations or other 16 P 1: 59 securities of each merged party into the interests, shares, obligations or Stings requiries of the survivor, in whole or in part, into cash or other property is as follows. HASSEE, FLORIDA All ownership percentages, profit and loss distribution percentages, contributions and capital account balances are transferred directly from the Oregon LLC into the Florida LLC, such that there are no changes to any of these. As of the date of the merger, there are 2 partners with the following ownership share by percentage: Paul Renton (96.5%) and Constance Renton (3.5%).

(Attach additional sheet if necessary)

B. The manner and basis of converting rights to acquire the interests, shares, obligations or other securities of each merged party into rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

No changes to any rights to acquire any interest, shares,
obligations or securities are effected by this merger, as
any interests are transferred in whole without change
from the Oregon LLC into the Florida LLC.

(Attach additional sheet if necessary)

	FIIA
FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:	FILED  CI 16 P 1: 59  SSEC OF ST
EIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:	ARY OF STU
·	E. FLORIDA
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· · · · · · · · · · · · · · · · · · ·	
(Attach additional sheet if necessary)	
<b>SIXTH:</b> Other provisions, if any, relating to the merger are as follows:	
•	
(Attach additional sheet if necessary)	



#### 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.

<u>FIRST:</u> The exact name, form/entity type, and jurisdiction for each <u>merging</u> party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	Form/Entity Type
Renton Company, I	LC Oregon	LLC
Renton Company, I	LLC Florida	LLC
SECOND: The exact name, for as follows:	orm/entity type, and jurisdi	ction of the surviving party are
<u>Name</u>	<u>Jurisdiction</u>	Form/Entity Type
Renton Company, I	_LC 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 busing a party to the merger in accordance with the applicable laws of the state, urisdiction under which such other business entity is formed, organized or FIFTH: If other than the date of filing, the effective date of the merger, who begins to nor more than 90 days after the date this document is filed by the FO Department of State:	hich cannot be
<b>EIXTH:</b> If the surviving party is not formed, organized or incorporated un Florida, the survivor's principal office address in its home state, country or is follows:	
SEVENTH: If the survivor is not formed, organized or incorporated under Plorida, the survivor agrees to pay to any members with appraisal rights the	r the laws of
which such members are entitles under ss.608.4351-608.43595, F.S.  EIGHTH: If the surviving party is an out-of-state entity not qualified to transmissions in this state, the surviving entity:	ansact
Lists the following street and mailing address of an office, which the Flo Department of State may use for the purposes of s. 48.181, F.S., are as followers address:	ows:
Mailing address:	

2 of 6

b.) Appoints the Florida Secretary of State as its agent for service of process in a 007/16 P 1: 59 entity, including any appraisal rights of its members under ss.608.4351-608.4859 [ARY OF Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Typed or Printed Signature(s): Name of Individual: Name of Entity/Organization:

Renton Company, LLC(OR) Paul Renton, Member

Paul Renton, Member Renton Company, LLC(FL

Chairman, Vice Chairman, President or Officer Corporations:

(If no directors selected, signature of incorporator.)

Signature of a general partner or authorized person General partnerships:

Signatures of all general partners Florida Limited Partnerships:

Non-Florida Limited Partnerships: Signature of a general partner

Signature of a member or authorized representative Limited Liability Companies:

Fees: For each Limited Liability Company: \$25.00

\$35.00 For each Corporation: \$52.50 For each Limited Partnership: For each General Partnership: \$25.00 For each Other Business Entity: \$25.00

**Certified Copy (optional):** \$30.00

#### PLAN OF MERGER

FILED

FIRST: The exact name, form/entity follows: Name	type, and jurisdiction for e	ach mergine harry are as
Name	<u>Jurisdiction</u>	Form/Entity Type
Renton Company, LLC	_	LLC
Renton Company, LLC	Florida	LLC
SECOND: The exact name, form/en as follows:	tity type, and jurisdiction of	the <b>surviving</b> party are  Form/Entity Type
Renton Company, LLC		LLC
THIRD: The terms and conditions of All assets and liabilities	_	any, LLC, an
Oregon Limited Liability	Company, are tra	ansferred to
Renton Company, LLC,	a Florida Limited	Liability
Company. The merged	company shall us	se the EIN of
the merging Oregon LL	C. The owners of	the LLC
shares in the merging O	regon LLC, the m	erging Florida LLC
and the resulting Florida	LLC are the sam	e individuals with
the same ownership per	centages.	
<u></u>		

#### **FOURTH:**



A. The manner and basis of converting the interests, shares, obligations or other local party into the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

All ownership percentages, profit and loss distribution

percentages, contributions and capital account balances are transferred directly from the Oregon LLC into the

Florida LLC, such that there are no changes to any of these. As of the date of the merger, there are 2 partners with the following ownership share by percentage:

Paul Renton (96.5%) and Constance Renton (3.5%).

(Attach additional sheet if necessary)

B. The manner and basis of converting <u>rights to acquire</u> the interests, shares, obligations or other securities of each merged party into <u>rights to acquire</u> the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property is as follows:

No changes to any rights to acquire any interest, shares, obligations or securities are effected by this merger, as any interests are transferred in whole without change from the Oregon LLC into the Florida LLC.

(Attach additional sheet if necessary)

FIFTH: Any statements that are required by the laws under which entity is formed, organized, or incorporated are as follows:	n each other business 1: 5 SECRETARY OF STATE TALLAHASSEE, FLORIC
·	
<u> </u>	
(Attach additional sheet if necessary)	
XTH: Other provisions, if any, relating to the merger are as follows:	ows: