

Division of Corporations

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**LOD0001194910**

Florida Department of State  
Division of Corporations  
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12/31/06

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**MERGER OR SHARE EXCHANGE****LOT HUNTERS HOLDINGS, LLC**

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**ARTICLES OF MERGER OF  
LOT HUNTERS, LLC  
WITH AND INTO  
LOT HUNTERS HOLDINGS, LLC**

*Effective Date*  
**12/31/06**

The following Articles of Merger are being submitted in accordance with Section 608.4382 of the Florida Statutes.

**FIRST:** The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LOT HUNTERS, LLC 2180 Maravilla Lane Fort Myers, Florida 33901	Florida	Limited Liability Company

<u>Florida Document/Registration Number</u>	<u>FEI Number</u>
L06000012195	57-1197451

**SECOND:** The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
LOT HUNTERS HOLDINGS, LLC 2180 Maravilla Lane Fort Myers, Florida 33901	Florida	Limited Liability Company

<u>Florida Document/Registration Number</u>	<u>FEI Number</u>
L06000119490	20-8059607

**THIRD:** The attached Plan of Merger meets the requirements of Section 608.438, Florida Statutes, and was approved by each limited liability company that is a party to the merger in accordance with Chapter 608, Florida Statutes.

**FOURTH:** The merger is permitted under the laws of Florida and is not prohibited by the articles of organization or operating agreement of either of the limited liability companies that is a party to the merger.

**FIFTH:** The merger shall become effective on December 31, 2006.

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**SIXTH:** The Articles of Merger comply and were executed in accordance with the laws of the State of Florida.

LOT HUNTERS, LLC, a Florida limited liability company, (Merged Entity)

By: James Peter Morrisette, Its Manager 12/19/2006

LOT HUNTERS HOLDINGS, LLC, a Florida limited liability company (Surviving Entity)

By: James Peter Morrisette, Its Manager 12/19/2006

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**PLAN OF MERGER**

THIS PLAN OF MERGER (the "Plan of Merger") is entered into this \_\_\_ day of December, 2006, by and between LOT HUNTERS LLC, a Florida limited liability company ("LOT HUNTERS"), and LOT HUNTERS HOLDINGS, LLC, a Florida limited liability company ("HOLDINGS"), for the purposes of merging on the Effective Date (as defined below) LOT HUNTERS with and into HOLDINGS in accordance with the Florida Limited Liability Company Act, and the following agreements, terms and provisions set forth herein (the "Merger").

1. Parties to Merger. The name and jurisdiction of each party to the Merger are as follows:

<u>Name</u>	<u>Jurisdiction</u>
LOT HUNTERS, LLC	Florida
LOT HUNTERS HOLDINGS, LLC	Florida

2. Effects of Merger. On the Effective Date (as defined below) the separate existence of LOT HUNTERS (the "Merged Entity") shall cease and HOLDINGS shall be the surviving entity ("Surviving Entity"). Surviving Entity shall possess all the rights, privileges, powers and franchises of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of the Merged Entity, and all property, real, personal and mixed, and all debts due to the Merged Entity on whatever account, and all other things belonging to the Merged Entity shall be vested in the Surviving Entity; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter as effectually the property of the Surviving Entity as they were of the Merged Entity, and the title to any real estate vested by deed or otherwise, under the laws of the state of Florida or any other jurisdiction, in the Merged Entity shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of the Merged Entity shall be preserved unimpaired, and all debts, liabilities and duties of the Merged Entity shall thenceforth attach to the Surviving Entity and may be enforced against it to the same extent as if said debts, liabilities and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting manager of the Merged Entity or the manager of the Surviving Entity, may, in the name of the Merged Entity, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Entity may deem necessary or desirable in order to vest, perfect or confirm in the Surviving Entity title to and possession of all of the Merged Entity's property rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Plan of Merger.

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3. Name of Surviving Entity; Name and Address of Manager. Articles of Organization; Operating Agreement.

3.1 Name of Surviving Entity. The name of the Surviving Entity from and after the Effective Date shall be LOT HUNTERS HOLDINGS, LLC.

3.2 Name and Address of Manager. The name and address of the sole manager of the Surviving Entity is James Peter Morrisette, having a principal address located at 2180 Marvilla Lane, Fort Myers, Florida 33901.

3.3 Articles of Organization. The Articles of Organization of LOT HUNTERS HOLDINGS, LLC, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Articles of Organization of the Surviving Entity until changed or amended as provided by the Florida Limited Liability Company Act.

3.4 Operating Agreement. The Operating Agreement of the Surviving Entity, as in effect on the date hereof, shall from and after the Effective Date be, and continue to be, the Operating Agreement of the Surviving Entity until changed or amended as provided by the Florida Limited Liability Company Act.

4. Status and Conversion of Securities. The manner and basis of converting the membership interests of the Merged Entity, and the nature and amount of securities of the Surviving Entity, which the holders of the membership interests of the Merged Entity are to receive in exchange for such membership interest are as follows:

4.1 LOT HUNTERS, LLC. Each unit of membership interest of the Merged Entity issued and outstanding immediately prior to the Effective Date shall, without any action on the part of the holders thereof, be cancelled and extinguished and shall cease to exist, and shall not be converted into membership interests of the Surviving Entity. As soon as practical after the Effective Date, each holder of a certificate or certificates representing units of membership interests in the Merged Entity shall tender their respective certificates to the Surviving Entity for cancellation.

4.2 LOT HUNTERS HOLDINGS, LLC. Upon the Effective Date, each membership interest in Surviving Entity outstanding on the Effective Date shall, by virtue of the Merger and without further action on the part of the holder, remain outstanding and unchanged. The members of the Surviving Entity will continue to own all of the outstanding voting and non-voting membership interests of the Surviving Entity in the same amount as existed immediately prior to the Effective Date.

4.3 Tax Treatment. The merger of Lot Hunters into Holdings is intended to result in a complete liquidation of the Merged Entity within the meaning of Sections 331 and 336 of the Internal Revenue Code of 1986, as amended.

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5. Miscellaneous.

5.1 Termination. This Plan of Merger may be terminated and the Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Plan of Merger by the members of the Merged Entity, if the members of the Surviving Entity, duly adopt a resolution abandoning this Plan of Merger.

5.2 Tax Filings. The Merged Entity's accountant shall prepare and file all tax forms required to be filed with the Internal Revenue Service, including, but not limited to Form 966 (Corporate Dissolution or Liquidation).

5.3 Effective Date. The Effective Date of the merger shall be December 31, 2006.

IN WITNESS WHEREOF, this Plan of Merger has been executed by the parties hereto as of the date first above written.

LOT HUNTERS LLC, a Florida limited liability company

By:  12/19/2006  
James Peter Morrisette, Its Manager

LOT HUNTERS HOLDINGS, LLC, a Florida limited liability company

By:  12/19/2006  
James Peter Morrisette, Its Manager