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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032
REFERENCE : 686854 149697A
AUTHORIZATION : *[Signature]*
COST LIMIT : \$ 50.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ORDER DATE : December 27, 2006
ORDER TIME : 9:22 AM
ORDER NO. : 686854-030
CUSTOMER NO: 149697A

ARTICLES OF MERGER

ROCK TALL TREES, L.L.C.

INTO

ROCK TALL TREES 2, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Kathy Drake

EXAMINER'S INITIALS: _____

**CERTIFICATE OF MERGER
FOR
ROCK TALL TREES, L.L.C.
AND
ROCK TALL TREES 2, LLC**

FILED
06 DEC 27 PM 1:53
CLERK OF STATE
TALLAHASSEE, FLORIDA
L06000016657

The following Certificate of Merger is submitted to merge the following Florida limited liability companies in accordance with Section 608.4382, Florida Statutes.

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

	<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	Rock Tall Trees, L.L.C. 111 E. Fairbanks Ave. Suite 100 Winter Park, FL 32789	Florida	Limited liability company Florida document/registration #: L06000016657 FEI #: <u>14-1951496</u>
2.	Rock Tall Trees 2, LLC 111 E. Fairbanks Ave. Suite 100 Winter Park, FL 32789	Florida	Limited liability company Florida document/registration #: <u>L06000122201</u> FEI #: <u>Applied for</u>

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Rock Tall Trees 2, LLC 111 E. Fairbanks Ave. Suite 100 Winter Park, FL 32789	Florida	Limited liability company Florida document/registration #: <u>L06000122201</u> FEI #: <u>Applied for</u>

THIRD: The attached Plan of Merger meets the requirements of Chapters 607, 608, 617 and/or 620, Florida Statutes, and was approved by each domestic limited liability company that is a party to the merger in accordance with Chapters 607, 608, 617 and/or 620, Florida Statutes.

FOURTH: If applicable, the attached Plan of Merger was approved by the other business entities that are parties to the merger in accordance with the respective laws of all applicable jurisdictions.

FIFTH: If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity hereby appoints the Florida Secretary of State as its agent for substitute service of process pursuant to Chapter 48, Florida Statutes, in any proceeding to enforce any obligation or rights of any dissenting members of each domestic limited liability company that is a party to the merger.

SIXTH: If not incorporated, organized or otherwise formed under the laws of the State of Florida, the surviving entity agrees to pay the dissenting members of each domestic limited liability company that is a party to the merger the amount, if any, to which they are entitled under Section 608.4384, Florida Statutes.

SEVENTH: If applicable, the surviving entity has obtained the written consent of each shareholder, member or person that as a result of the merger is now a general partner of the surviving entity pursuant to Sections 607.1108(5), 608.4381(2) and/or 620.202(2), Florida Statutes.

EIGHTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the agreement of any partnership or limited partnership or the regulations or articles of organization of any limited liability company that is a party to the merger.

NINTH: The merger shall become effective as of: the date the Certificate of Merger are filed with the Florida Department of State.

TENTH: The Certificate of Merger complies and was executed in accordance with the laws of each party's applicable jurisdiction.

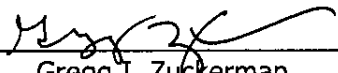
ELEVENTH: Signature for each party.

See Separate page for signatures

Signature Page

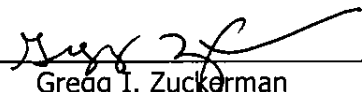
ROCK TALL TREES, L.L.C, a Florida limited liability company

By: Rock Properties, Inc., a Florida corporation
Managing Member

By: 
Gregg I. Zuckerman
President

ROCK TALL TREES 2, LLC, a Florida limited liability company

By: Rock Properties, Inc., a Florida corporation
Managing Member

By: 
Gregg I. Zuckerman
President

PLAN OF MERGER

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

	<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1.	Rock Tall Trees, L.L.C. 111 E. Fairbanks Ave. Suite 100 Winter Park, FL 32789	Florida	Limited liability company Florida document/registration #: L06000016657 FEI #: <u>14-1951496</u>
2.	Rock Tall Trees 2, LLC 111 E. Fairbanks Ave. Suite 100 Winter Park, FL 32789	Florida	Limited liability company Florida document/registration #: <u>L06000122201</u> FEI #: <u>Applied For</u>

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>
Rock Tall Trees 2, LLC	Florida	Limited liability company Florida document/registration #: <u>L06000122201</u> FEI #: <u>Applied For</u>

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

On the effective date of the merger, Rock Tall Trees, L.L.C. ("Rock") shall cease to be a going concern and all of its assets and liabilities shall become assets and liabilities of the Survivor.

FOURTH:

A. The manner and basis of converting 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:

At the effective time of the Merger, all membership interests of Rock by virtue of the Merger and without any action on the part of the holder of such membership interest of Rock shall no longer be outstanding and shall be canceled and retired and cease to exist without any consideration and shall not be converted into ownership interest of the Survivor or the right to receive cash or any other consideration.

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 surviving entity, in whole or in part, into cash or other property is as follows:

At the effective time of the Merger, each member of the Survivor shall continue to be a member of the Survivor with the same rights and ownership interests as immediately before the effective time of the merger.

FIFTH: If a limited liability company is the surviving entity, the name and address of the managing member is as follows:

Rock Properties, Inc.,
111 E. Fairbanks Ave. , Suite 100
Winter Park, FL 32789

SIXTH: All statements that are required by the laws of the jurisdiction under which each non-Florida business entity that is a party to the merger is formed, organized or incorporated are as follows: N/A

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