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To:

Division of Corporations

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From:

Account Name : GASSMAN & ASSOCIATES, P.A.

Account Number : 075350000514 Phone : (727)442-1200

: (727)443-5929 Fax Number

MERGER OR SHARE EXCHANGE

RIPA & ASSOCIATES, L.L.C.

Certificate of Status	0
Certified Copy	0
Page Count	01
Estimated Charge	\$50.00

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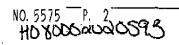
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AUG 2 7 2008

EXAMINER

8/26/2008

https://efile.sunbiz.org/scripts/efilcovr.exe



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:

. Florida	Limited Liability Compar	
	Limited clability Compar	ıy
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		AUG-26
entity type, and jurisdic	tion of the surviving party are	25
		R
<u>Jurisdiction</u>	Form/Entity Type	=======================================
. Florida	Limited Liability Comp	剱

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.

1 of 6

AUG. 26. 2008 2:51PM GASSMAN, BATES&ASSOC.

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, 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 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:
2 of 6

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:

RIPA PINEBROOKE, L.L.C.

Alan S. Gassman, Auth. Rep.

RIPA & ASSOCIATES, L.L.C.

Alan S. Gassman, Auth. Rep.

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: Non-Florida Limited Partnerships: Signatures of all general partners

Signature of a general partner

Limited Liability Companies:

Signature of a member or authorized representative

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

3 of 6

PLAN OF MERGER

FIRST: The exact name, form/entity	type, and jurisdiction for ea	ich merging party are as
follows: Name	<u>Jurisdiction</u>	Form/Entity Type
RIPA PINEBROOKE, L.L.C.	Florida	Limited Liability Compan
	<u> </u>	
SECOND: The exact name, form/en as follows:		
Name	<u>Jurisdiction</u>	Form/Entity Type
RIPA & ASSOCIATES, L.L.C.	Florida	Limited Liability Company
THIRD: The terms and conditions of	-	
The Constituent Companies hereby	agree that the Merging Co	ompany shall be merged
with and into the Surviving Co	mpany, and the Survi	ving Company shall
be a single company. The Surviv	ing Company shall be the	Company continuing
after the merger, and the separa	ate existence of the Mer	ging Company shall
cease on the effective date of	this Agreement.	
	·	
<u> </u>		
(Attach ada	litional sheet if necessary)	

FOURTH:

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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 eash or other property is as follows:
The mode of carrying the merger into effect shall be that the Merging Company
has been owned100% by the Surviving Company and the ownership of the
Member Interest of the Merging Company shall be cancelled on the books
of the Surviving Company in recognition of the Surviving Company
shall then own all assets and be responsible for all liabilities of the
Merging Company.
(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:
Same as above.
(Attach additional sheet if necessary)

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	(danal addisonal of a 15	
	(Attach additional sheet if necessary)	
TH: Other p	(Attach additional sheet if necessary) ovisions, if any, relating to the merger are as follows:	
TH: Other p		
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