

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE

Old Mill Court LLC

Certificate of Status	1
Certified Copy	0
Page Count	04
Estimated Charge	\$58.75

FILED
2012 DEC 28 PM 4:04
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Effective date
1-1-13
merger
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FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

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T. LEWIS

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Certificate of Merger
for
Florida Limited Liability Company

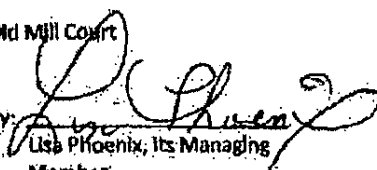
The following Certificate of Merger is submitted to merge the following Florida Limited Liability Companies in accordance with §608.4382, Florida Statutes:

- FIRST:** The merging party is:
University Sanibel LLC
Florida Department of State Document Number L05000069982
- SECOND:** The surviving party is:
Old Mill Court LLC
Florida Department of State Document Number L07000080553
- THIRD:** §608.438, Florida Statutes, authorizes the merger of a Florida limited liability company as the merging party, into a Florida limited liability company, as the surviving party. The merging party and the surviving party approved the attached Plan of Merger in accordance with the applicable provisions of Chapter 608, Florida Statutes.
- FOURTH:** The merging party and the surviving party are both Florida business entities described in the First and Second Articles that approved the attached Plan of Merger in accordance with Florida law as described in the Third Article, and no party is a business entity formed, organized or incorporated outside Florida.
- FIFTH:** The merger's effective date is 1 January 2013 at 12:00 a.m. EST, which is not prior to, nor more than, 90 calendar days after the date this document is filed by the Florida Department of State.
- SIXTH:** The surviving party was organized under the laws of Florida as described in the Second and Fourth Articles, and its principal office address is in the State of Florida.
- SEVENTH:** The surviving party is formed under the laws of Florida as described in the First and Fourth Articles.
- EIGHTH:** The merged party and the surviving party execute these Articles of Merger on 28 December 2012.

University Sanibel LLC

By: 
Kevin Kimbrough, Its Managing
Member

Old Mill Court

By: 
Lisa Phoenix, Its Managing
Member

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FILED
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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PLAN OF MERGER

~~§608.438 Florida Statutes~~, authorizes the merger of a Florida Limited Liability Company, as a merging party, and a Florida Limited Liability Company, as the surviving party. The following Florida Limited Liability Company, as merging party, merging into the following Florida Limited Liability Company, as the surviving party, respectively adopt this Plan of Merger in accordance with ~~§608.438, Florida Statutes~~, respectively.

FIRST: The merging party is:

University Sanibel LLC, a Florida limited liability company
Florida Department of State Document Number L05000069982

SECOND: The surviving party is:

Old Mill Court LLC, a Florida limited liability company
Florida Department of State Document Number L07000080553

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

The mergers' effective date is 1 January 2013 at 12:00 a.m. EST, which is not prior to, nor more than, 90 calendar days after the date the Certificate of Merger are to be filed by the Florida Department of State and the Articles of Merger.

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:

All issued and outstanding membership interests in each merging party will be converted for membership interests in the surviving party on the effective date of the merger such that the two members of each merging party will become members of the surviving party and the conversion will represent all equity, value and voting rights in each merging party for all equity, value and voting rights in the surviving party in equal shares to each of the two members. There will not be any other property, debt or cash exchanged.

B. The manner and basis of converting the rights to acquire the interests, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or others securities of the survivor, in whole or in part, into cash or other property are not applicable as there are no authorized or outstanding warrants, options or other rights to acquire the interests, shares, obligations or other securities of each merged party.

FIFTH: The surviving party is not a partnership and, therefore, there is no general partner.

SIXTH: The name and business address of the managing members of the surviving party, a Florida limited liability company, on the merger's effective date are:

Kevin Klimbrough
2407 Pariwinkle Way, Suite 6
Sanibel, Florida 33957

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Lisa Phoenix
2407 Periwinkle Way, Suite 6
Sanibel, Florida 33957

SEVENTH: The merging party and the surviving party are Florida business entities described in the First and Second Articles of this Plan of Merger and no party is a business entity formed, organized or incorporated outside Florida. Therefore, no statements under laws other than those of the State of Florida are required under this Plan of Merger.

EIGHTH: Other provisions relating to the merger are as follows:

The surviving party is a Florida limited liability company as described in the Second and Sixth Articles of this Plan of Merger. Pursuant to §608.438(4)(d), *Florida Statutes*, the "fair value," as defined in §608.4351, *Florida Statutes*, of an interest in the surviving party immediately prior to the merger is \$1.00 and immediately after the merger equals the "fair value" of merging party, plus \$1.00, by virtue of the fact that the surviving party has no assets or liabilities immediately prior to the merger and acquires all of each merging party's assets and liabilities by virtue of the merger as the surviving party's only assets and liabilities.

As a result of the membership interests conversion described in the Fourth Article of this Plan of Merger, all perfected security interests, and all other security interests known to each merging party's members, in the membership interests of each merging party continue and become a lien on the membership interests in the surviving party to the extent of and pursuant to any express security agreements validly encumbering the membership interests in each merging entity.

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