L07000094820

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
NOV 21 2013
EXAMINER

**COVER LETTER**

**TO:** Amendment Section
Division of Corporations

**SUBJECT:** RSOP HOLDINGS DELAWARE, LLC
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

WALTER H. MESSICK
Contact Person

GALVAN MESSICK, LLP
Firm/Company

1900 CORPORATE BLVD., STE 101W
Address

BOCA RATON, FL 33431
City, State and Zip Code

MESSICKW@BELLSOUTH.NET
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

WALTER H. MESSICK at (561) 995-8868
Name of Contact Person — Area Code and Daytime Telephone Number

☐ Certified copy (optional) $30.00

**STREET ADDRESS:**
Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

**MAILING ADDRESS:**
Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

# 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:

| Name L07000094820 | Jurisdiction | Form/Entity Type |
|---|---|---|
| RSOP HOLDINGS, LLC | FLORIDA | LLC |
| | | |
| | | |
| | | |

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

| Name | Jurisdiction | Form/Entity Type |
|---|---|---|
| RSOP HOLDINGS DELAWARE, LLC | DELAWARE | 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 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:

NOT APPLICABLE.

**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:

40 E. MAIN ST. #9

NEWARK, DE 19711

**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: C/O GALVAN MESSICK, LLP
1900 CORPORATE BLVD., STE 101 WEST
BOCA RATON, FL 33431

Mailing address: C/O GALVAN MESSICK, LLP
1900 CORPORATE BLVD., STE 101 WEST
BOCA RATON, FL 33431

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TALLAHASSEE, FLORIDA

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: |
| --- | --- | --- |
| RSOP HOLDINGS, LLC | | ROBERT OESTERLUND |
| RSOP HOLDINGS DELAWARE, LLC | | ROBERT OESTERLUND |
| | | |
| | | |

| | |
| --- | --- |
| 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

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SECRETARY OF STATE TALLAHASSEE, FLORIDA

# PLAN OF MERGER

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

| Name | Jurisdiction | Form/Entity Type |
|---|---|---|
| RSOP HOLDINGS, LLC | FLORIDA | LLC |
| | | |
| | | |
| | | |

**SECOND:** The exact name, form/entity type, and jurisdiction of the **surviving** party are as follows:

| Name | Jurisdiction | Form/Entity Type |
|---|---|---|
| RSOP HOLDINGS DELAWARE, LLC | DELAWARE | LLC |

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

ASSETS AND LIABILITIES OF MERGING PARTY BECOME THE ASSETS AND LIABILITIES OF SURVIVING PARTY.

SURVIVING PARTY IS A CONTINUATION OF THE MERGING PARTY PURSUANT TO IRS REGULATIONS 1.708-1(c).

*(Attach additional sheet if necessary)*

**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:

EACH MEMBERSHIP UNIT OF MERGING PARTY WILL BE CONVERTED INTO A MEMBERSHIP UNIT OF THE SURVIVING PARTY.

*(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:

NOT APPLICABLE

*(Attach additional sheet if necessary)*

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

NOT APPLICABLE

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

NOT APPLICABLE

*(Attach additional sheet if necessary)*