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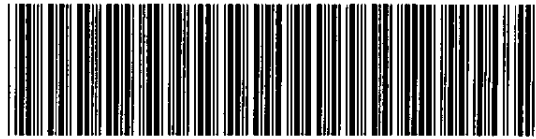
(Business Entity Name)

(Document Number)

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BERNSTEIN SHUR

COUNSELORS AT LAW

207 774-1200 main
207 774-1127 facsimile
bernsteinshur.com

100 Middle Street
PO Box 9729
Portland, ME 04104-5029

Lynne Houle
207 228-7286 direct
lhoule@bernsteinshur.com

February 15, 2008

VIA FEDERAL EXPRESS

Registration Section
Division of Corporations
221 Executive Center Circle
Clifton Building
Tallahassee, FL 32301

Re: RPVEM LLC

Dear Sir or Madame:

I am enclosing herewith in connection with the above-captioned company the following documents:

1. Certificate of Merger;
2. Agreement and Plan of Merger; and
3. A check in the amount of \$80.00 to cover the filing fee and a Certified Copy of the filing.

Please contact me if you need additional information regarding this matter. Thank you for your assistance.

Regards,


Lynne Houle

Enclosures

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RPVEM 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:

Lynne D. Houle, Esq.

(Contact Person)

Bernstein Shur

(Firm/Company)

100 Middle Street, P.O. Box 9729

(Address)

Portland, ME 04104-5029

(City, State and Zip Code)

For further information concerning this matter, please call:

Lynne Houle

(Name of Contact Person)

at (207) 228-7286

(Area Code and Daytime Telephone Number)



Certified copy (optional) \$30.00

STREET ADDRESS:

Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

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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 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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PVM, LLC	Maine	limited liability company
RPVEM LLC	Florida	limited liability company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RPVEM LLC	Florida	limited liability company

LO7000110832

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:

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: _____

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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:
PVM, LLC	<i>R. Patrick Miele</i>	R. Patrick Miele
RPVEM LLC	<i>R. Patrick Miele</i>	R. Patrick Miele
_____	_____	_____
_____	_____	_____

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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

<u>Fees:</u>	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

<u>Certified Copy (optional):</u>	\$30.00
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PLAN OF MERGER

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
PVM, LLC	Maine	limited liability company
RPVEM LLC	Florida	limited liability company

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

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
RPVEM LLC	Florida	limited liability company

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

Please see attached Agreement and Plan of Merger.

(Attach additional sheet if necessary)

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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:

Please see attached Agreement and Plan of Merger.

(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:

Please see attached Agreement and Plan of Merger.

(Attach additional sheet if necessary)

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

Please see attached Agreement and Plan of Merger.

(Attach additional sheet if necessary)

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

Please see attached Agreement and Plan of Merger.

(Attach additional sheet if necessary)

AGREEMENT AND PLAN OF MERGER

PVM, LLC, a Maine limited liability company
into
RPVEM LLC, a Florida limited liability company

AGREEMENT AND PLAN OF MERGER (this "Agreement"), dated this 1st day of February, 2008, pursuant to the Maine Limited Liability Company Act, 31 M.R.S.A. §601 *et seq.* (the "Maine Act") and the Florida Limited Liability Company Act, Fla. Stat. Ann. §§ 608.401 *et seq.* (the "Florida Act"), by and between PVM, LLC, a Maine limited liability company ("PVM") and RPVEM LLC, a Florida limited liability company ("RPVEM") and together with PVM, the "Participating Entities").

WITNESSETH:

WHEREAS, the members of PVM have approved this Agreement and the transactions contemplated hereunder in accordance with §742 of the Maine Act; and

WHEREAS, the members of RPVEM have approved this Agreement and the transactions contemplated hereunder in accordance with §608.4381 of the Florida Act.

NOW THEREFORE, the Participating Entities do hereby agree to merge on the terms and conditions herein provided as follows:

ARTICLE I The Participants

On the Effective Date, as hereinafter defined, in accordance with this Agreement, the Florida Act and the Maine Act, PVM shall be merged into RPVEM (the "Merger") and RPVEM shall be the surviving entity following the Merger (the "Surviving Entity").

ARTICLE II Articles of Organization, Operating Agreement

On or after the Effective Date:

2.1 Articles of Organization. The Articles of Organization of RPVEM Entity shall be and remain the Articles of Organization of the Surviving Entity until duly amended or repealed.

2.2 Operating Agreement. The Operating Agreement of RPVEM dated January 1, 2008, shall be and remain the Operating Agreement of the Surviving Entity until duly amended or repealed.

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ARTICLE III
Certificate of Merger, Effective Date

Subject to the terms and conditions herein provided, as soon as practicable after the date hereof, a Certificate of Merger shall be filed with the each of the Office of the Secretary of the State of Maine and the Florida Department of State. The Merger shall become effective upon the latter of the filing of such Certificates of Merger (the "Effective Date").

ARTICLE IV
Effect of Merger

Upon the Effective Date the separate existence of PVM shall cease and shall be merged into the Surviving Entity. The Surviving Entity shall from and after the Effective Date possess all the rights, privileges, immunities, franchises and powers of whatsoever nature and description, of a public as well as of a private nature, and be subject to all the restrictions, disabilities and duties of each of the Participating Entities, and all property, real, personal and mixed, and all debts due to either of the Participating Entities on whatever account, as well as equity subscriptions and all other things in action or belonging to each of the Participating Entities shall be vested in the Surviving Entity; and all property, rights, privileges, powers and franchises and all and every other interest shall be thereafter the property of the Surviving Entity as effectively as though they were of the several and respective Participating Entities, and the title to any real estate vested by deed or otherwise in either of the Participating Entities shall not revert or be in any way impaired by reasons of such Merger but shall vest with the Surviving Entity. All rights of creditors and all liens upon the property of the Participating Entities shall be preserved unimpaired, and the Participating Entities may be deemed to continue in existence in order to preserve the same, and all debts, liabilities and duties of the Participating Entities 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. Any claim existing or action or proceeding pending by or against either Participating Entity may be prosecuted to judgment or decree as if such Merger had not taken place, or the Surviving Entity may be substituted in such action or proceeding.

ARTICLE V
Status and Conversion of Membership Interests

The manner and basis of converting the membership interests of the Participating Entities into the membership interests of Surviving Entity shall be that on the Effective Date, for each one percent (1%) of PVM membership interests outstanding immediately prior to the Effective Date, Surviving Entity shall issue to the holder of such interests one percent (1%) of the membership interests in Surviving Entity. By virtue of the Merger and without any action on the part of the holders of the PVM membership interests, all such interests shall be deemed cancelled as of the Effective Date.

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ARTICLE VI
Determination of Fair Value

6.1 Election for Determination of Fair Value. Each member of Surviving Entity, irrespective of whether the such member voted for or against the Merger, shall be entitled to have the fair value of his or her membership interest determined in accordance with procedures set forth in this Article, but only if the member elected determination in accordance with this Article VI at the same time he or she cast his or her vote on the Merger. The Negotiated Value, as determined in accordance with this Article VI, shall be final, binding, and non-appealable with respect to all parties.

6.2 Rules of Determination of Fair Value. If a member of Surviving Entity elects to have his or her membership interest in Surviving Entity determined in accordance with this Article VI ("Dissenting Member"), the following rules shall apply:

(i) Such Dissenting Member and the manager of Surviving Entity ("Manager") shall jointly engage an independent appraiser; provided if they are unable to agree upon the person to be engaged, Surviving Entity's regular accountant shall engage on their behalf a qualified appraiser who is not affiliated, directly or indirectly, with any of them.

(ii) Upon the engagement of the independent appraiser, each party shall submit to the appraiser a written opinion as to the fair value of such Dissenting Member's membership interest in Surviving Entity (the "Membership Interest"), with such supporting information and data as the party may wish to present. The appraiser shall determine which party's opinion is closest in amount (whether higher or lower) to the fair value of the Membership Interest, and such party's opinion shall constitute the fair value of the Membership Interest for all purposes under this Article.

(iii) All costs of the appraisal shall be paid by the party whose opinion was rejected by the appraiser. A determination of the fair value of such Membership Interest made in this manner, shall be final, binding and conclusive upon all parties.

ARTICLE VII
Required Actions

Each of the Participating Entities shall take, or cause to be taken, all actions or do, or cause to be done, all things necessary, proper or advisable under the laws of the State of Maine and the State of Florida to consummate and make effective the Merger. At any time, or from time to time, after the Effective Date, the last acting manager of PVM, may, in the name of PVM, 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 PVM's property, rights, privileges, powers, franchises, immunities and interests and otherwise to carry out the purposes of this Agreement.

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ARTICLE VIII
Termination

This Agreement may be terminated and the Merger may be abandoned at any time before the Effective Date of the Merger with the mutual consent of the duly authorized manager of PVM, and the duly authorized manager of Surviving Entity.

ARTICLE IX
Miscellaneous

9.1 Headings. Descriptive headings are for convenience only and shall not control or affect the meaning or construction of any provisions of this Agreement.

9.2 Third Party Beneficiaries. Nothing expressed or implied in this Agreement is intended, or shall be construed, to confer upon or give any person, firm or entity, other than PVM and Surviving Entity and their respective equity holders, any rights or remedies under, or by reason of, this Agreement.

IN WITNESS WHEREOF, PVM and Surviving Entity have caused this Agreement to be executed by their respective duly appointed officers on the date first above written.

PVM:

PVM, LLC

By: R. Patrick Miele
R. Patrick Miele, Sole Manager

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SURVIVING ENTITY:

RPVEM LLC

By: R. Patrick Miele
R. Patrick Miele, Sole Manager