

L07000115074

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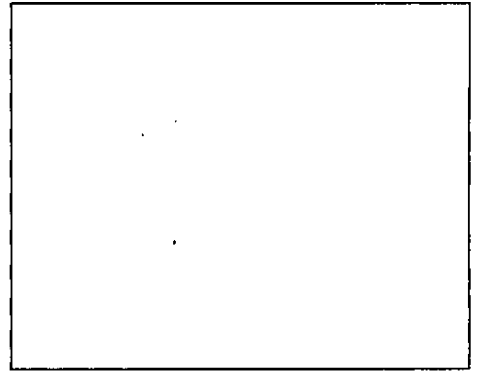
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ENTITY NAME:

1. RICHWOOD VILLAGE ASSOCIATES, LLC

CK# 2962

AMOUNT \$50.00

PLEASE FILE THE ATTACHED MERGER & RETURN THE FOLLOWING:

- ☐ CERTIFIED COPY
- ☒ STAMPED COPY
- ☐ CERTIFICATE OF STATUS

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Examiner's Initials

AGREEMENT, PLAN AND CERTIFICATE OF MERGER

THIS AGREEMENT, PLAN AND CERTIFICATE OF MERGER (the "Agreement") is made and entered into as of November 15, 2007, among **RICHWOOD VILLAGE ASSOCIATES, LLC**, a Florida limited liability company ("RVA-FL"), and **RICHWOOD VILLAGE ASSOCIATES, L.L.C.**, a Michigan limited liability company ("RVA-MI"), under the Michigan Limited Liability Company Act (the "Michigan Act") and the Florida Limited Liability Company Act (the "Florida Act").

RVA-FL and RVA-MI agree to and do hereby effect the merger of RVA-MI with and into RVA-FL (the "Merger") on the terms and conditions set forth below, effective as of the Effective Date (defined below):

1. CONSTITUENT COMPANIES

- a The name and state of organization of each of the constituent limited liability companies involved in the Merger, its state identification number, and its date of organization are:

<u>Name</u>	<u>State of Organization</u>	<u>Florida ID Number</u>	<u>Michigan ID Number</u>	<u>Date of Organization</u>
RICHWOOD VILLAGE ASSOCIATES, LLC	Florida	L07000115074	NONE	11/14/2007
RICHWOOD VILLAGE ASSOCIATES, L L C	Michigan	NONE	B08-504	11/25/1996

- b The surviving limited liability company of the Merger (the "Surviving LLC") and its identification number is:

RICHWOOD VILLAGE ASSOCIATES, LLC Florida L07000115074

2. TERMS AND EFFECT OF MERGER

- a On the Effective Date, RVA-MI will cease to exist separately, and will be merged with and into RVA-FL in accordance with the provisions of this Agreement and in accordance with the provisions of and with the effect provided in the Michigan Act and the Florida Act.

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- b On the Effective Date, on consummation of the Merger, the members of, and their membership interests in, the Surviving LLC will be the same as those of RVA-FL prior to the consummation of the Merger

3. ARTICLES OF ORGANIZATION AND OPERATING AGREEMENT

- a The Articles of Organization of RVA-FL shall be the Articles of Organization of the Surviving LLC. There shall be no changes to the Articles of Organization of the Surviving LLC
- b The Operating Agreement of RVA-FL dated November 15, 2007, shall be the Operating Agreement of the Surviving LLC. There shall be no changes to the Operating Agreement of the Surviving LLC

4. FILING OF AGREEMENT; EFFECTIVE DATE

- a To cause the Merger to become effective, a copy of this Agreement will be filed with (i) the Michigan Department of Labor & Economic Growth Bureau of Commercial Services, pursuant to and in accordance with the Michigan Act and (ii) the Florida Secretary of State Division of Corporations, pursuant to and in accordance with the Florida Act
- b The effective date and time of the Merger (the "Effective Date") is the date of filing of this Agreement.

5. ADOPTION AND APPROVAL

This Agreement has been adopted and approved, without a meeting, by the written consent of all of the Members of RVA-FL and the Members of RVA-MI in accordance with the provisions of the Michigan Act and the Florida Act, as is appropriate.

The Surviving LLC will be responsible for all fees and franchise taxes

6. COPIES OF THIS AGREEMENT

An original, executed copy of this Agreement will remain on file at RVA-FL's principal place of business, the address of which is 721 First Avenue North, St. Petersburg, Florida 33701, and upon request and without cost, RVA-FL shall furnish a copy thereof to any member of RVA-MI or RVA-FL

7. MERGER PERMITTED UNDER MICHIGAN AND FLORIDA LAW

This Merger is permitted under, and has been effectuated in accordance with, the laws of the State of Michigan and the State of Florida.

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INTENDING TO BE LEGALLY BOUND, the undersigned have executed this Agreement, Plan and Certificate of Merger as of date first written above

RICHWOOD VILLAGE ASSOCIATES, LLC,
a Florida limited liability company

By: Vicky Wood Kvicala
Vicky Wood Kvicala
Its: Authorized Agent

RICHWOOD VILLAGE ASSOCIATES,
L.L.C., a Michigan limited liability company

By: Vicky Wood Kvicala
Vicky Wood Kvicala
Its: Authorized Agent

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