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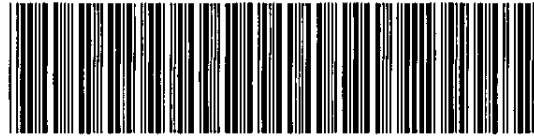
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B. KOHR

MAR 4 2008

EXAMINER

**CAPITAL CONNECTION, INC.**

417 E. Virginia Street, Suite 1 • Tallahassee, Florida 32301  
(850) 224-8870 • 1-800-342-8062 • Fax (850) 222-1222

*Dorado Okeechoke Partners,  
LLC*

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- \_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_ L.C. File \_\_\_\_\_
- \_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_ Trade/Service Mark \_\_\_\_\_
- ☒ Merger File *LC* \_\_\_\_\_
- \_\_\_ Art. of Amend. File \_\_\_\_\_
- \_\_\_ RA Resignation \_\_\_\_\_
- \_\_\_ Dissolution / Withdrawal \_\_\_\_\_
- \_\_\_ Annual Report / Reinstatement \_\_\_\_\_
- ☒ Cert. Copy \_\_\_\_\_
- ☒ Photo Copy \_\_\_\_\_
- \_\_\_ Certificate of Good Standing \_\_\_\_\_
- \_\_\_ Certificate of Status \_\_\_\_\_
- \_\_\_ Certificate of Fictitious Name \_\_\_\_\_
- \_\_\_ Corp Record Search \_\_\_\_\_
- \_\_\_ Officer Search \_\_\_\_\_
- \_\_\_ Fictitious Search \_\_\_\_\_
- \_\_\_ Fictitious Owner Search \_\_\_\_\_
- \_\_\_ Vehicle Search \_\_\_\_\_
- \_\_\_ Driving Record \_\_\_\_\_
- \_\_\_ UCC 1 or 3 File \_\_\_\_\_
- \_\_\_ UCC 11 Search \_\_\_\_\_
- \_\_\_ UCC 11 Retrieval \_\_\_\_\_
- \_\_\_ Courier \_\_\_\_\_

Signature \_\_\_\_\_

Requested by: \_\_\_\_\_

Name \_\_\_\_\_

Date *3/4*

Time *1:30*

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CERTIFICATE OF MERGER

OF

OKEECHOBEE PARTNERSHIP,  
a Florida general partnership

INTO

DURANDO OKEECHOBEE PARTNERS, LLC,  
a Florida limited liability company

FILED  
08 MAR -4 PM 3:34  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA  
6P070000U1206

Pursuant to Sections 608.4382 and 620.8918 of the Florida Statutes, the following Certificate of Merger is submitted to merge Okeechobee Partnership, a Florida general partnership, into Durando Okeechobee Partners, LLC, a Florida limited liability company.

1. The exact name, entity type and jurisdiction of each merging party are as follows:

<i>Name</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
Okeechobee Partnership	Florida	General Partnership
Durando Okeechobee Partners, LLC	Florida	Limited Liability Company

2. The name, entity type and jurisdiction of the surviving entity are as follows:

<i>Name</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
Durando Okeechobee Partners, LLC	Florida	Limited Liability Company

3. The attached Plan of Merger was approved by the Partnership and the LLC in accordance with Chapters 608 and 620 of the Florida Statutes.

4. The effective date of the Merger shall be the date this Certificate is filed with the Florida Department of State.

Each of the undersigned entities has caused this Certificate to be signed on Feb. 6,  
2008.

OKEECHOBEE PARTNERSHIP  
a Florida general partnership

By: Jane Carlton Durando  
JANE CARLTON DURANDO  
General Partner

Dated: Feb. 6, 2008

DURANDO OKEECHOBEE PARTNERS, LLC  
a Florida limited liability company

By: Jane Carlton Durando  
JANE CARLTON DURANDO  
Its: General Manager and Member

Dated: Feb. 6, 2008

## PLAN OF MERGER

This Plan of Merger (the "Plan") is made between OKEECHOBEE PARTNERSHIP, a Florida general partnership (the "Partnership") and DURANDO OKEECHOBEE PARTNERS, LLC, a Florida limited liability company (the "LLC"), the Partnership and the LLC sometimes hereafter collectively referred to as the "Constituent Entities."

WHEREAS, the respective Members of the LLC and the Partners of the Partnership deem it advisable that the Partnership be merged with and into the LLC, and desire to merge the Constituent Entities under the laws of the State of Florida.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, the Constituent Entities have agreed, and do hereby agree, to merge upon the terms and conditions below stated.

1. The exact name, jurisdiction and entity type for each of the Constituent Entities are as follows:

<i>Name</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
Okeechobee Partnership	Florida	General Partnership
Durando Okeechobee Partners, LLC	Florida	Limited Liability Company

2. The name, jurisdiction and entity type for the surviving entity are as follows:

<i>Name</i>	<i>Jurisdiction</i>	<i>Entity Type</i>
Durando Okeechobee Partners, LLC	Florida	Limited Liability Company

3. The Constituent Entities hereby agree that the Partnership shall be merged into the LLC.

4. The interests of the Partners in the Partnership prior to the merger are as follows:

<i>Partner</i>	<i>Ownership Interest</i>
Jane Carlton Durando	29.5%
David M. Durando	29.5%
Doyle Carlton Durando	20%
Susannah Durando Belflower	20%
Walter S. Farr	1%

5. The interests of the Members of the LLC prior to the merger are as follows:

<i>Member</i>	<i>Class A Voting LLC Membership Interest</i>	<i>Class B Non-Voting LLC Membership Interest</i>
Jane Carlton Durando	29.5	265.5
David M. Durando	29.5	265.5
Doyle Carlton Durando	20	180
Susannah Durando Belflower	20	180
Walter S. Farr	1	9
TOTALS	100	900

6. Upon the merger of the Constituent Entities the LLC will survive and the Partners of the Partnership, which are the same as the Members of the LLC, will own the following interests in the LLC:

<i>Member</i>	<i>Class A Voting LLC Membership Interest</i>	<i>Class B Non-Voting LLC Membership Interest</i>
Jane Carlton Durando	295	2,655
David M. Durando	295	2,655
Doyle Carlton Durando	200	1,800
Susannah Durando Belflower	200	1,800
Walter S. Farr	10	90
<b>TOTALS</b>	<b>1,000</b>	<b>9,000</b>

Upon the merger of the Partnership into the LLC, the LLC shall issue certificates for the membership interests shown above.

7. The undersigned intend that no change in the interests of the partnership profits, losses or capital shall, within the meaning of Section 751 of the Internal Revenue Code of 1986, as amended, occur as a result of the merger between the Partnership and the LLC.

8. Any debt of the Partnership that is recourse debt as to a Partner in the Partnership shall be recourse debt as to that Partner in his or her capacity as a Member of the LLC, and any such Partner hereby agrees to personally guaranty any such debt and indemnify and hold harmless all of the other Members, and the LLC, from liability for any such recourse debt.

9. The Partners of the Partnership, and the Members of the LLC, shall each have the power to abandon the merger provided for herein prior to the filing of the Certificate of Merger provided that each of the Constituent Entities has such power under the law applicable to it prior to the Effective Date.

10. The effective date of the merger shall be when this Plan, and such other appropriate documents, have been filed with the Florida Department of State in the manner provided by law (the "Effective Date").

IN WITNESS WHEREOF, the Constituent Entities have caused their respective entity names to be signed hereto, by their respective authorized Partners or Members, as appropriate, on the date indicated below.

OKEECHOBEE PARTNERSHIP  
a Florida general partnership

By: Jane Carlton Durando  
JANE CARLTON DURANDO  
Managing General Partner

Dated: Feb 6, 2008

DURANDO OKEECHOBEE PARTNERS, LLC  
a Florida limited liability company

By: Jane Carlton Durando  
JANE CARLTON DURANDO  
Its: General Manager

Dated: Feb. 6, 2008

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