

L070000/26134

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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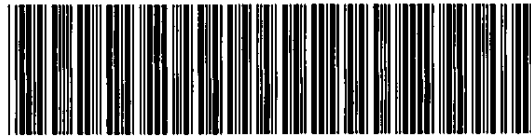
(Business Entity Name)

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J. BRYAN

NOV - 4 2008

EXAMINER

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: BROKERS TITLE OF CENTRAL FLORIDA, 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:

JANE DILATUSH

(Contact Person)

REINHARD G. STEPHAN, ESQUIRE

(Firm/Company)

241 S. WESTMONTE DRIVE, #1010

(Address)

ALTAMONTE SPRINGS, FL 32714

(City, State and Zip Code)

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For further information concerning this matter, please call:

JANE DILATUSH at (407) 772-3337

(Name of Contact Person)

(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

**Certificate of Merger
For
Florida Limited Liability Company**

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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>
<u>#L01000006403</u> BROKERS TITLE OF ORLANDO VIII, LLC	<u>FLORIDA</u>	<u>limited liability company</u>
<u>BROKERS TITLE OF CENTRAL FLORIDA, LLC</u> <u>#L07000126134</u>	<u>FLORIDA</u>	<u>limited liability company</u>

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>
<u>BROKERS TITLE OF CENTRAL FLORIDA, LLC</u>	<u>FLORIDA</u>	<u>limited liability company</u>

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:

COMPANY IS FORMED UNDER FLORIDA DOCUMENTATION

NUMBER L07000126134

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 entitled 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: 631 N. WYMORE ROAD, #250

MAITLAND, FL 32751

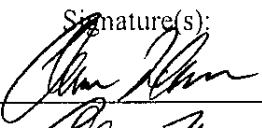
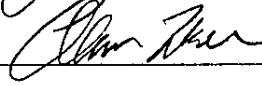
Mailing address: 631 N. WYMORE ROAD, #250

MAITLAND, FL 32751

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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:
BROKERS TITLE OF ORLANDO VIII, LLC		ALAN LANDOW, MGRM
BROKERS TITLE OF CENTRAL FLORIDA, LLC		ALAN LANDOW, MGRM

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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>
BROKERS TITLE OF ORLANDO VIII, LLC	FLORIDA	limited liability company
BROKERS TITLE OF CENTRAL FLORIDA, 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>
BROKERS TITLE OF CENTRAL FLORIDA, LLC	FLORIDA	limited liability company

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

A. Each merging party shall be merged with and into the surviving party, and the separate existence of each merging party shall cease as of the effective date of this Plan of Merger. The surviving party shall retain the name of "Brokers Title of Central Florida, LLC" after the merger. As of the effective date of this Plan of Merger, the surviving party shall possess all of the right, privileges, powers and franchises of each merging party, and all debts due on whatever account to it, including all choices of action and all and every other interest of or belonging to it shall be taken by and deemed to be transferred to and vested in the surviving party without further act or deed; and except as provided herein, the identity, existence, purposes, powers, franchises, rights, immunities and liabilities of the surviving party shall continue unaffected and unimpaired by this merger. Continued on the attached page, 4A of 6.

(Attach additional sheet if necessary)

CERTIFICATE OF MERGER
FOR
FLORIDA LIABILITY COMPANY

Brokers Title of Central Florida, LLC
Brokers Title of Orlando VIII, LLC

Page 4(A) – Continuation of Section "Third: Terms and conditions of the merger are as follows:"

- B. The Certificate of Limited Liability Company and the Limited Liability Company Agreement of members of the surviving party, as in effect immediately prior to the merger hereunder, shall, after the merger, continue to be the Certificate of Limited Liability Company and the Limited Liability Company Agreement of the surviving party until duly amended in accordance with law, and no change to such Certificate of Limited Liability hereunder. The persons who are the managing member(s) of the surviving party immediately prior to the merger hereunder shall, after the merger, continue to serve as the managing member(s) of the surviving party without change, subject to the provisions of the Certificate of Limited Liability Company and the Limited Liability Company Agreement of the surviving party and the laws of the State of Florida.

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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:

After the effective date of this Plan of Merger, the holders of all of the issued and outstanding certificates of limited liability company interests in each merging party shall surrender the same to the surviving party and such certificates shall be converted into a proportionate number of units of limited partner interest in the surviving party as of the effective date of this Plan of Merger. Thereafter, the issued and outstanding certificates representing ownership of units of interest in the surviving party shall remain the only issued and outstanding certificates representing units of interest in the surviving party, and shall not otherwise be affected by the merger under this 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:

N/A

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(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:

N/A

(Attach additional sheet if necessary)

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

N/A

(Attach additional sheet if necessary)

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