

L080000017971

(Requestor's Name)

Nevco Properties, LLC
P.O. Box 2
Lookout Mountain, TN
37350

(City/State/Zip/Phone #)

☐ PICK-UP ☐ WAIT ☐ MAIL

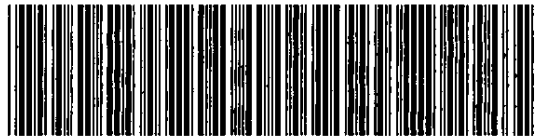
(Business Entity Name)

(Document Number)

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TALLAHASSEE, FLORIDA

J. BRYAN

MAY -5 2010

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 19, 2010

NEVCO PROPERTIES, LLC
P.O. BOX 2
LAOOKOUT MOUNTAIN, TN 37350

SUBJECT: NEVCO PROPERTIES, LLC
Ref. Number: L08000017971

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TALLAHASSEE, FLORIDA

We have received your document for NEVCO PROPERTIES, LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

We can't use the documents filed in Tennessee

We are enclosing the proper form(s) with instructions for your convenience.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6043.

Joey Bryan
Regulatory Specialist II

Letter Number: 710A00009604

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Nerco Properties, 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:

William Robert Neville
Contact Person

Nerco Properties, LLC
Firm/Company

P.O. Box 2
Address

Lookout Mountain, TN 37350
City, State and Zip Code

robnev@comcast.net
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Rob Neville at (941) 321-3385
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

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

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TALLAHASSEE, FLORIDA

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>Neuro Properties, LLC</u>	<u>FLORIDA</u>	<u>LLC #L08000017971</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>Neuro Properties, LLC</u>	<u>Tennessee</u>	<u>LLC</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:

Nexo Properties, LLC
557 Winterview Ln.
Chattanooga, TN 37409

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: 557 Winterview Ln.
Chattanooga, TN 37409

Mailing address: Nexo Properties, LLC
P.O. Box 2
Lookout Mountain, TN 37350

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TAMMISSEE, 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.

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TALLAHASSEE, FLORIDA

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
<u>Neveco Properties, LLC (FL)</u>	<u>William Robert Neville</u>	<u>William Robert Neville</u>
<u>Neveco Properties, LLC (TN)</u>	<u>William Robert Neville</u>	<u>William Robert Neville</u>

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>
<u>Nevco Properties, LLC (FL)</u>	<u>FLORIDA</u>	<u>LLC</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>Nevco Properties, LLC</u>	<u>Tennessee</u>	<u>LLC</u>

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

Termination of Merging Company. The terms and conditions of the Merger are that as of January 11, 2010, the Merging Company shall be merged with and into the Surviving Company; the name of the Surviving Company shall continue to be Nevco Properties, LLC; the separate existence and organization of the Merging Company, Nevco Properties, LLC, a Florida limited liability company, shall cease. Title to all properties, real, personal and mixed, tangible and intangible, owned by the Merging Company as of January 11, 2010, shall be vested in the Surviving Company, Nevco Properties, LLC, a Tennessee limited liability company; and all other assets and liabilities of the Merging Company shall become assets and liabilities of the Surviving Company as of that date.

(Attach additional sheet if necessary)

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TALLAHASSEE, FLORIDA

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:

Rights of Members. As of the effective date of the Merger, the ownership interests, both Governance Rights and Financial Rights, of the Members or Owners, of the Merging Company shall be terminated. The Members of the Merging Company will exchange all of their Governance Rights and Financial Rights, and all ownership interests in the Merging Company, in return for Governance Rights and Financial Rights in the Surviving Company, in the same relative, pro rata amounts in which they own interests in the Merging Company.

(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:

(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:

NONE

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TALLAHASSEE, FLORIDA

(Attach additional sheet if necessary)

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

NONE

(Attach additional sheet if necessary)