

L08000020272

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DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

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B. KOHR

DEC 18 2009

EXAMINER

# CAPITAL CONNECTION, INC.

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

SMR/MGBB, LLC

into

SMR Investment Properties  
LLC

FILED STATE  
SECRETARY OF CORPORATIONS  
09 DEC 18 PM 12:48

- \_\_\_ Art of Inc. File \_\_\_\_\_
- \_\_\_ LTD Partnership File \_\_\_\_\_
- \_\_\_ Foreign Corp. File \_\_\_\_\_
- \_\_\_ L.C. File \_\_\_\_\_
- \_\_\_ Fictitious Name File \_\_\_\_\_
- \_\_\_ Trade/Service Mark \_\_\_\_\_
- \_\_\_ Merger File \_\_\_\_\_
- \_\_\_ 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 ETH

Name

Date 12/18

Time 11:00

Walk-In \_\_\_\_\_

Will Pick Up \_\_\_\_\_

**CERTIFICATE OF MERGER**

of

**SMR/MG8B, LLC**

LV5000014420

a Florida limited liability company,

into

**SMR INVESTMENT PROPERTIES, LLC**

a Florida limited liability company

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
09 DEC 18 PM 12:48

1. The Merging Entity. The existing entity is SMR/MG8B, LLC, a Florida limited liability company having a federal tax identification number of 20-2328509 and a mailing address of 14400 Covenant Way, Lakewood Ranch, FL 34202. The entire membership interest in SMR/MG8B, LLC is held by its managing member, SMR Investment Properties, LLC.

2. The Surviving Entity. SMR/MG8B, LLC shall be merged into SMR Investment Properties, LLC, the surviving entity, which is a Florida limited liability company having a federal tax identification number of 26-2165238 and a mailing address of 14400 Covenant Way, Lakewood Ranch, FL 34202. The entire membership interest in SMR Investment Properties, LLC is held by its managing member, Schroeder-Manatee Ranch, Inc., a Delaware corporation that is qualified to do business in the State of Florida and whose federal tax identification number is 39-6033215 and whose mailing address is 14400 Covenant Way, Lakewood Ranch, FL 34202.

3. Merger Terms and Conditions. Upon the filing of this Certificate of Merger, all assets of SMR/MG8B, LLC shall become the assets of SMR Investment Properties, LLC and all liabilities of SMR/MG8B, LLC shall become the liabilities of SMR Investment Properties, LLC. Upon the filing of this Certificate of Merger, the entire membership interest in SMR/MG8B, LLC shall be deemed cancelled and all rights attached thereto shall be deemed converted into the ownership rights of Schroeder-Manatee Ranch, Inc. in SMR Investment Properties, LLC. The foregoing transfer of assets and liabilities to SMR Investment Properties, LLC, the sole member and holder of said membership interest in SMR/MG8B, LLC shall be appropriate and adequate consideration for the termination of said membership interest.

4. Agent for Service of Process. The agent for service of process for both the merging entity and the surviving entity is Anthony J. Chiofalo, 14400 Covenant Way, Lakewood Ranch, Florida 34202.

5. Merger Approval. In compliance with Chapter 608, Florida Statutes, and the Articles of Organization and Operating Agreement of SMR/MG8B, LLC, said merger was approved in writing by the sole member of said entity. In compliance with Chapter 608, Florida Statutes, and the Articles of Organization and Operating Agreement of SMR Investment Properties, LLC, said merger was approved in writing by the sole member of said entity.

**CERTIFICATION BY THE MANAGING MEMBER OF SMR/MG8B, LLC**

SMR Investment Properties, LLC, the sole member and managing member of SMR/MG8B, LLC, hereby certifies that the foregoing Plan of Merger was duly adopted by it in compliance with the Articles of Organization and Operating Agreement of the entity.

SMR Investment Properties, LLC  
By its sole member,  
Schroeder-Manatee Ranch, Inc.

By: [Signature]  
Rex E. Jensen, President

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 17th day of December, 2009, by Rex E. Jensen, acting as President of Schroeder-Manatee Ranch, Inc., acting as managing member of SMR Investment Properties, LLC, who is personally known to me.

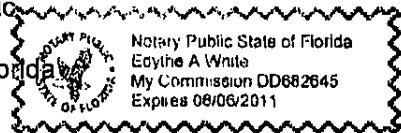
Edythe A. White

Signature of Notary Public

Notary Name Typed:

Notary Public-State of Florida

My Commission Expires:



**CERTIFICATION BY THE MANAGING MEMBER OF SMR INVESTMENT PROPERTIES, LLC**

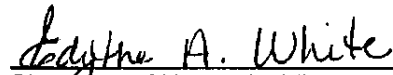
Schroeder-Manatee Ranch, Inc., the sole member and managing member of SMR Investment Properties, LLC, hereby certifies that the foregoing Plan of Merger was duly adopted by it in compliance with the Articles of Organization and Operating Agreement of the entity.

Schroeder-Manatee Ranch, Inc.

By:   
Rex E. Jensen  
President

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 2009, by Rex E. Jensen, acting as President of Schroeder-Manatee Ranch, Inc., who is personally known to me.

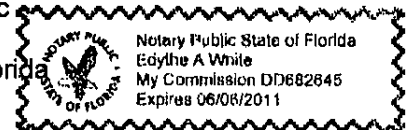


Signature of Notary Public

Notary Name Typed:

Notary Public-State of Florida

My Commission Expires:



**PLAN OF MERGER**

of

**SMR/MG8B, LLC**

into

**SMR INVESTMENT PROPERTIES, LLC**

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**ADOPTION BY THE MANAGING MEMBER OF SMR/MG8B, LLC**

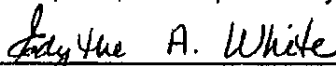
SMR Investment Properties, LLC, the sole member and managing member of SMR/MG8B, LLC, hereby adopts the foregoing Plan of Merger.

SMR Investment Properties, LLC  
By its sole member,  
Schroeder-Manatee Ranch, Inc.

By:   
Rex E. Jensen, President

STATE OF FLORIDA  
COUNTY OF MANATEE

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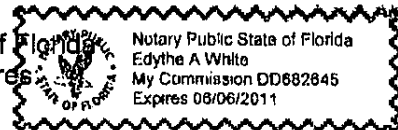


Signature of Notary Public

Notary Name Typed:

Notary Public-State of Florida

My Commission Expires



**ADOPTION BY THE MANAGING MEMBER OF SMR INVESTMENT PROPERTIES, LLC**

Schroeder-Manatee Ranch, Inc., the sole member and managing member of SMR Investment Properties, LLC, hereby adopts the foregoing Plan of Merger.

Schroeder-Manatee Ranch, Inc.

By: \_\_\_\_\_

Rex E. Jensen  
President

STATE OF FLORIDA  
COUNTY OF MANATEE

The foregoing instrument was acknowledged before me this 17<sup>th</sup> day of December, 2009, by Rex E. Jensen, acting as President of Schroeder-Manatee Ranch, Inc., who is personally known to me.

Edythe A. White

Signature of Notary Public

Notary Name Typed:

Notary Public-State of Florida

My Commission Expires:

