

LOB0000038618

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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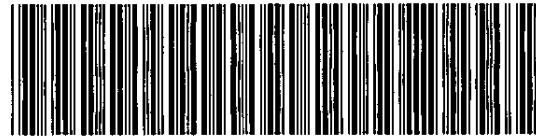
(Business Entity Name)

(Document Number)

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merger

04/15/13--01001--017 **102.50

RECEIVED
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CORPORATIONS
2013 APR 12 PM 2:43
TALLAHASSEE, FLORIDA

FILED
2013 APR 12 PM 3:03
TALLAHASSEE, FLORIDA

DR
4/24/13

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Mouse Properties Partnership, L.L.C.

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Melissa VanSickle

Contact Person

Clark, Partington, Hart

Firm/Company

106 E. College Ave., Suite 600

Address

Tallahassee, FL 32301

City, State and Zip Code

rkadamshomes@yahoo.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Erin Gordon

Name of Contact Person

at (850) 320-6826

Area Code and Daytime Telephone Number

☒ Certified copy (optional) \$52.50

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

Amendment Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 12, 2013

Melissa VanSickle
Clark, Partington, Hart
106 E. College Ave, Suite 600
Tallahassee, FL 32301

SUBJECT: MOUSE PROPERTIES PARTNERSHIP, L.L.C.
Ref. Number: L08000038618

We have received your document for MOUSE PROPERTIES PARTNERSHIP, L.L.C. and check(s) totaling \$102.50. However, your check(s) and document are being returned for the following:

Mouse Properties Partnership must register in Florida as a general partnership in order to enter into the merger.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 313A00008742

CERTIFICATE OF MERGER

FILED

PURSUANT TO THE PROVISIONS of Sections 620.8918 and 608.4382, *Florida Statutes*, this Certificate of Merger is entered into and adopted by and between MOUSE PROPERTIES PARTNERSHIP, a Florida general partnership (referred to herein as the "PARTNERSHIP"), and MOUSE PROPERTIES PARTNERSHIP, L.L.C., a Florida limited liability company (referred to herein as the "LLC"), for the purpose of merging the PARTNERSHIP with and into the LLC pursuant to the provisions of 620.8916, et seq., and 608.438, et. seq., *Florida Statutes*.

1. The PARTNERSHIP and the LLC have approved and adopted the attached Plan of Merger pursuant to applicable provisions of Chapters 620 and 608, *Florida Statutes*.

2. The Plan of Merger was approved and adopted on the 11 day of April, 2013 by all of the partners of the PARTNERSHIP.

3. The Plan of Merger was approved and adopted on the 11 day of April, 2013 by the sole managing member of the LLC and all of the members of the LLC.

4. The merger shall be effective upon acceptance for filing of this Certificate of Merger by the Department of State of the State of Florida.

5. After the merger, the name of the surviving entity is MOUSE PROPERTIES PARTNERSHIP, L.L.C., and the surviving entity is a Florida limited liability company.

Dated on the dates set forth below.

MOUSE PROPERTIES PARTNERSHIP

By: Robert Ken Adams
Robert Ken Adams, Partner

Date: April 11, 2013

By: Wayne Cooper
Wayne Cooper, Partner

Date: April 11, 2013

MOUSE PROPERTIES PARTNERSHIP, L.L.C.

By: Robert Ken Adams
Robert Ken Adams, Managing Member

Date: April 11, 2013

PLAN OF MERGER

THIS IS A PLAN OF MERGER entered into by and between MOUSE PROPERTIES PARTNERSHIP, a Florida general partnership (referred to herein as the "Partnership"), and MOUSE PROPERTIES PARTNERSHIP, L.L.C., a Florida limited liability company (referred to herein as the "LLC").

S T I P U L A T I O N S:

A. MOUSE PROPERTIES PARTNERSHIP is a general partnership existing under the laws of the State of Florida, with its principal office at 821 West St. Augustine Street, Tallahassee, Florida 32304. The partners and their partnership interests in the PARTNERSHIP are as follows:

Robert Ken Adams 50%

Wayne Cooper 50%

B. MOUSE PROPERTIES PARTNERSHIP, L.L.C. is a limited liability company organized and existing under the laws of the State of Florida (Florida document number L08000038618), with its principal office at 821 West St. Augustine Street, Tallahassee, Florida 32304. The members and their membership interests in the LLC are as follows:

Robert Ken Adams 50%

Wayne Cooper 50%

C. The partners of the PARTNERSHIP and the members of the LLC deem it desirable and in the best interest of the PARTNERSHIP and the LLC that the PARTNERSHIP be merged with and into the LLC pursuant to the provisions of Sections 620.8916, et seq., and 608.438, et. seq., *Florida Statutes*, with the LLC being the surviving entity.

IN CONSIDERATION OF THE MUTUAL COVENANTS AND SUBJECT TO THE TERMS AND CONDITIONS HEREINAFTER SET FORTH, THE PARTNERSHIP AND THE LLC AGREE AS FOLLOWS:

Section 1. Merger. The PARTNERSHIP shall merge with and into the LLC, and the LLC shall be the surviving entity.

Section 2. Terms and Conditions. On the effective date of the merger, the separate existence of the PARTNERSHIP shall cease, and the LLC shall succeed to all of the rights, privileges, immunities, franchises, and all of the property, real, personal, and mixed of the PARTNERSHIP without the necessity for any separate transfer. The LLC shall thereafter be responsible for all of the liabilities and obligations of the PARTNERSHIP, and neither the rights of creditors nor any liens on the property of the PARTNERSHIP shall be impaired by the merger.

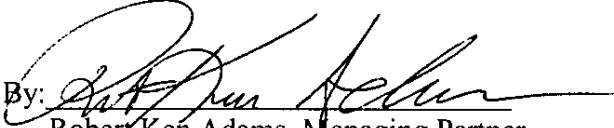
Section 3. Conversion of Interests in PARTNERSHIP to Interests in LLC. Because the percentage ownership interest of each partner in the PARTNERSHIP is equivalent to his percentage ownership interest in the LLC, upon the merger, both partners' interest in the PARTNERSHIP shall cease to exist and their percentage ownership interest in the LLC as it exists immediately prior to the merger shall not be changed.

Section 4. Changes in Articles of Organization of Surviving LLC. The current Articles of Organization of the LLC shall continue to be its Articles of Organization following the merger unless and until revised in accordance with the Articles of Organization and the Florida Limited Liability Company Act.

Section 5. Effective Date. This Plan of Merger shall become effective upon the complete execution of this Plan of Merger and the acceptance for filing of the Certificate of Merger by the Department of State of the State of Florida.


Dated on the dates set forth below.

MOUSE PROPERTIES PARTNERSHIP

By: 
Robert Ken Adams, Managing Partner

Date: April 11, 2013

MOUSE PROPERTIES PARTNERSHIP, L.L.C.

By: 
Robert Ken Adams, Managing Member

Date: April 11, 2013

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