

LD8000074429

Florida Department of State

Division of Corporations

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MERGER OR SHARE EXCHANGE

Fieldstone Village, LLC

Certificate of Status	1
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CERTIFICATE OF MERGER

The following Certificate of Merger is being submitted in accordance with section 608.4382, Florida Statutes.

FIRST: The exact name, street address of its principal office, jurisdiction, and entity type for each merging party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Fieldstone Newco II, LLC 3030 Hartley Road, Suite 350 Jacksonville, Florida 32257	Florida	Limited Liability Company

Florida Document/Registration Number: L08000084196

SECOND: The exact name, street address of its principal office, jurisdiction, and entity type of the surviving party are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
1. Fieldstone Village, LLC 3030 Hartley Road, Suite 350 Jacksonville, Florida 32257	Florida	Limited Liability Company

Florida Document/Registration Number: L08000074429

THIRD: The attached Plan of Merger meets the requirements of Chapter 608, Florida Statutes, and was approved by each limited liability company, that is a party to the merger in accordance with Chapter 608, Florida Statutes.

FOURTH: The merger is permitted under the respective laws of all applicable jurisdictions and is not prohibited by the Operating Agreement or Articles of Organization of any limited liability company that is a party to the merger.



FIFTH: The merger shall become effective as of the date of filing of this Certificate of Merger with the Florida Department of State.

SIXTH: The Certificate of Merger comply and were executed in accordance with the laws of Florida.

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SEVENTH: SIGNATURE(S) FOR EACH PARTY:

<u>Name of Entity</u>	<u>Signature(s)</u>	<u>Typed or Printed Name of Individual</u>
FIELDSTONE NEWCO II, LLC		Charles W. Arnold, III, as Manager of Fieldstone Village, LLC
FIELDSTONE VILLAGE, LLC		Charles W. Arnold, III, as Manager

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PLAN OF MERGER

The following plan of merger, which was adopted and approved by each party to the merger in accordance with Chapter 608, Florida Statutes, is being submitted in accordance with section 608.438, Florida Statutes.

FIRST: The exact name and jurisdiction of each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
FIELDSTONE NEWCO II, LLC	Florida

SECOND: The exact name and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>
FIELDSTONE VILLAGE, LLC	Florida

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

A. As of the date of filing of the Articles of Merger with the Florida Secretary of State, FIELDSTONE NEWCO II, LLC, a Florida limited liability company, ("Merging Entity") shall merge with and into FIELDSTONE VILLAGE, LLC, a Florida limited liability company ("Surviving Entity").

B. After the merger, the Surviving Entity will retain the name FIELDSTONE VILLAGE, LLC.

C. The Merging Entity shall be merged with and into the Surviving Entity and the Surviving Entity shall continue to be governed by the laws of the State of Florida, and the separate existence of the Merging Entity shall automatically cease. On the effective date of the merger, the existing Articles of Organization and Operating Agreement for FIELDSTONE VILLAGE, LLC, shall be the organizational documents for the Surviving Entity.

D. As the Surviving Entity is the sole member of the Merging Entity, there shall be no change to the ownership of the Surviving Entity as a result of the Merger.

E. On the effective date of the merger, all of the property, rights, privileges and franchises, of whatsoever nature and description, of Merging Entity, including any choses in action belonging to it, shall be transferred to, vested in and shall devolve upon the Surviving Entity, without further act or deed; and all property rights, privileges and franchises, and every other interest, shall be as effectually the property of the Surviving Entity as they were of each of the respective entities, and the title to all real estate vested in either of the entities shall not be deemed to revert or to be in any way impaired by reason of the merger, but shall be vested in the Surviving Entity. All debts, liabilities and duties of the respective entities shall, thereafter, be assumed by and attached to the Surviving Entity, and may be enforced against it to the same extent as if such debts, liabilities and duties have been incurred and contracted by the Surviving Entity.

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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 other securities of the survivor, in whole or in part, into cash or other property are as follows:

[see above]

B. The manner and basis of converting rights to acquire interests, shares, obligations or other securities of each merged party into rights to acquire interests, shares, obligations or other securities of the surviving entity, in whole or in part, into cash or other property are as follows:

N/A

FIFTH: If a limited liability company is the surviving entity and it is to be managed by one or more managers, the name and address of the manager is as follows:

N/A

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