

L08000089381

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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B. KOHR

JAN - 5 2009

EXAMINER

FILED  
08 DEC 31 AM 10:55  
TALLAHASSEE, FLORIDA  
SECRETARY OF STATE



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032  
REFERENCE : 843857 4354503  
AUTHORIZATION : *[Signature]*  
COST LIMIT : \$ 50.00

FILED  
08 DEC 31 AM 10:55  
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 2008

ORDER TIME : 4:37 PM

ORDER NO. : 843857-060

CUSTOMER NO: 4354503

EFFECTIVE DATE 1/1/09

ARTICLES OF MERGER

RICHMOND INVESTORS, LLC

INTO

RICHMOND INVESTORS, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

\_\_\_\_ CERTIFIED COPY  
XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: \_\_\_\_\_



**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:

January 1, 2009

**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:

Not applicable

**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 entitles 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: \_\_\_\_\_

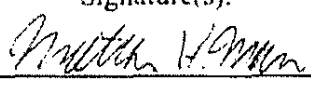
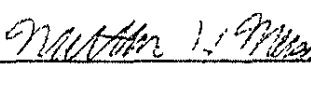
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_

\_\_\_\_\_  
\_\_\_\_\_

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:
Richmond Investors, LLC		Matthew Maschler
(New Jersey)		
Richmond Investors, LLC		Matthew Maschler
(Florida)		

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

<b><u>Fees:</u></b> 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

<b><u>Certified Copy (optional):</u></b>	\$30.00
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**Attachment to  
Certificate of Merger  
for  
Florida Limited Liability Company**

See attached Agreement and Plan of Merger of Richmond Investors, LLC, a New Jersey limited liability company, with and into Richmond Investors, LLC, a Florida limited liability company.

**AGREEMENT AND PLAN OF MERGER**

**OF**

**RICHMOND INVESTORS, LLC**  
(a New Jersey limited liability company)

**with and into**

**RICHMOND INVESTORS, LLC**  
(a Florida limited liability company)

THIS AGREEMENT AND PLAN OF MERGER is made as of December 29, 2008, between RICHMOND INVESTORS, LLC, a New Jersey limited liability company ("Richmond New Jersey"), and RICHMOND INVESTORS, LLC, a Florida limited liability company ("Richmond Florida").

1. Effective upon the filing of the certificates described in Paragraph 8 below (the "Effective Time"), Richmond New Jersey shall, pursuant to Section 608.438 of the Florida Limited Liability Company Act (the "Florida Act") and Section 42:2B-20 of the New Jersey Limited Liability Company Act (the "New Jersey Act"), be merged with and into Richmond Florida, which shall be the surviving entity and shall continue its existence pursuant to the provisions of the Florida Act. The separate existence of Richmond New Jersey shall cease at the Effective Time in accordance with the laws of the State of New Jersey.

2. The articles of organization of incorporation of the surviving entity (the "Articles of Organization") shall be the articles of organization of Richmond Florida as in force and effect at the Effective Time. The Articles of Organization shall continue in full force and effect until amended in the manner prescribed by the Florida Act.

3. The operating agreement of the surviving entity (the "Operating Agreement") shall be the operating agreement of Richmond Florida as amended and restated as of the Effective Time. The Operating Agreement shall continue in full force and effect until amended in the manner prescribed by the Operating Agreement or the Florida Act.

4. The managers of Richmond Florida at the Effective Time shall be the managers of the surviving entity, all of whom shall continue as managers of the surviving entity until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the Operating Agreement.

5. At the Effective Time, all of the outstanding membership interests in Richmond New Jersey shall be cancelled, and no consideration of any kind shall be given therefor.

6. At the Effective Time, each outstanding membership interest in Richmond Florida shall be converted into and thereafter represent the corresponding membership interest in the surviving entity. From and after the Effective Time, each member of the surviving entity shall have the right, upon surrender of any certificate evidencing the cancelled membership interests in Richmond New Jersey, to receive a certificate evidencing the corresponding membership interest in Richmond Florida.

7. As no member of Richmond Florida has any right to vote on the merger contemplated hereby, no member of Richmond Florida will have appraisal rights pursuant to the Florida Act.

8. Richmond Florida and Richmond New Jersey shall promptly (i) execute a certificate of merger satisfying the requirements of the Florida Act and cause such certificate to be filed with the Secretary of State of the State of Florida and (ii) execute a certificate of merger satisfying the requirements of the New Jersey Act and cause such certificate to be filed with the Secretary of State of the State of New Jersey.

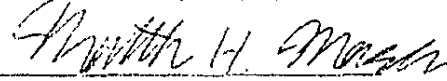
9. The managers of each of Richmond Florida and Richmond New Jersey shall execute, acknowledge, deliver and perform any and all other agreements, instruments, certificates and other documents, pay such fees and taxes, give such notices, make such filings, obtain such governmental and third-party consents, and take such actions in the name and on behalf of Richmond Florida and/or Richmond New Jersey as such persons may deem necessary or advisable to effectuate any of the provisions of this Agreement and Plan of Merger or of the merger provided for herein.

IN WITNESS WHEREOF, the undersigned have executed and delivered this Agreement and Plan of Merger as of the date first set forth above.

RICHMOND INVESTORS, L.L.C.,  
a New Jersey limited liability company

By:   
Name: Matthew H. Maschler  
Title: Manager

RICHMOND INVESTORS, L.L.C.,  
a Florida limited liability company

By:   
Name: Matthew H. Maschler  
Title: Manager