

LD8000091184

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

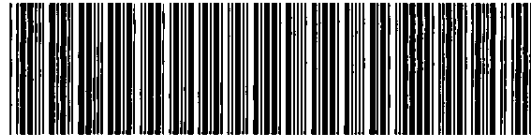
(Business Entity Name)

(Document Number)

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N. Culligan JAN - 5 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Emerald Estock 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:

Jeffrey J. Galvan, Esq.

Contact Person

Galvan Messick, LLP

Firm/Company

1900 NW Corporate Blvd, Suite 101 West

Address

Boca Raton, Florida 33431

City, State and Zip Code

Jgalvan@jjglaw.com

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

For further information concerning this matter, please call:

Jeffrey J. Galvan

Name of Contact Person

at (561)

994-5956

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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DIVISION OF CORPORATION

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

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>Emerald Estock LLC</u> | <u>Florida</u> | <u>LLC L08-91184</u> |
| <u>Investors Mortgage Capital LLC</u> | <u>Florida</u> | <u>LLC L06-18839</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>Emerald Estock LLC</u> | <u>Florida</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:

Not applicable

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 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:

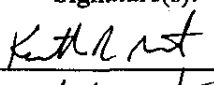
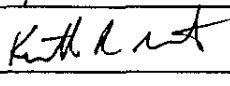
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: Not applicable

Mailing address: Not applicable

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: |
|---------------------------------------|--|--------------------------------------|
| <u>Emerald Estock LLC</u> | <u></u> | <u>Kenneth R. Martin</u> |
| <u>Investors Mortgage Capital LLC</u> | <u></u> | <u>Kenneth R. Martin</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 |
|--|---------|

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>Emerald Estock LLC</u> | <u>Florida</u> | <u>LLC</u> |
| <u>Investors Mortgage Capital LLC</u> | <u>Florida</u> | <u>LLC</u> |
| <u> </u> | <u> </u> | <u> </u> |
| <u> </u> | <u> </u> | <u> </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>Emerald Estock LLC</u> | <u>Florida</u> | <u>LLC</u> |

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

The assets of Investors Mortgage Capital LLC will become the assets of
Emerald Estock LLC. The liabilities of Investors Mortgage Capital LLC will
become the liabilities of Emerald Estock LLC.

(Attach additional sheet if necessary)

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:

Members of Investors Mortgage Capital LLC will receive a 1% Class B ownership
interest in Emerald Estock LLC for every 1% ownership interest held in
Investors Mortgage Capital LLC.

(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:

Not applicable

(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

(Attach additional sheet if necessary)

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

None

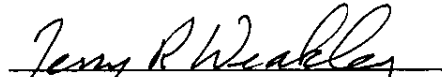
(Attach additional sheet if necessary)

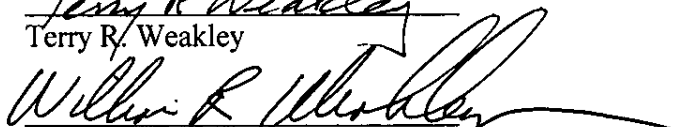
**WRITTEN CONSENT IN LIEU OF A MEETING
OF THE MEMBERS
OF EMERALD ESTOCK, LLC.
Effective Date: December 31, 2010**

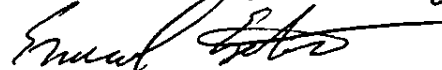
The undersigned constitute all of the members of Emerald Estock, LLC ("the LLC"). In lieu of holding a meeting, we do hereby make the following written statement:

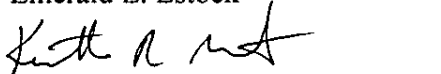
Certificate of Merger/Plan of Merger

The attached Certificate of Merger and Plan of Merger are hereby approved.


Terry R. Weakley


William R. Weakley


Emerald E. Estock


Kenneth R. Martin

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