

LO8000103216

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

D. D. BRUCE

DEC 23 2010
DEC 22 2010

EXAMINER

EFFECTIVE DATE 01/01/2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Somerset Mobile Homes and Rentals, 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:

John Meyers, Attorney

Contact Person

John D. Meyers, Jr., PSC

Firm/Company

277 E. High Street

Address

Lexington, KY 40507

City, State and Zip Code

paragoncapital4@gmail.com

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

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

John Meyers

Name of Contact Person

at (859)

552-5151

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

**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> |
|----------------------------|---------------------|-------------------------|
| Paragon Capital, LLC | Florida | LLC <u>L08000103216</u> |
| Somerset Mobile Home Parks | | |
| and Rentals, LLC | Kentucky | LLC |
| | | |

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> |
|----------------------------|---------------------|-------------------------|
| Somerset Mobile Home Parks | and Rentals, LLC | Kentucky; LLC |

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.

EFFECTIVE DATE 01/01/2011

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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, 2011, 12:02 AM

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:

4101 Tates Creek Center, Suite 150-332, Lexington, KY 40517

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:

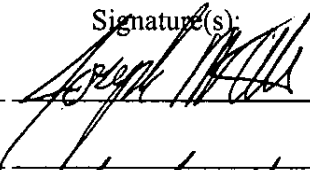
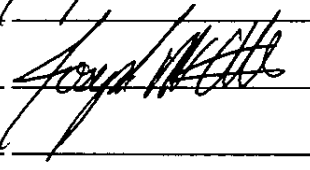
Street address: 4810 Chenault Bridge Road, Danville, KY 40422

Mailing address: 4101 Tates Creek Center, Suite 150-332, Lexington, KY 40517

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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: |
|---|---|--------------------------------------|
| Paragon Capital, LLC |  | Joseph W. Otte |
| Somerset Mobile Home Parks and Rentals, LLC |  | Joseph W. Otte |

| | |
|-----------------------------------|---|
| 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 |

Fees:

| | |
|-------------------------------------|---------|
| 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 |

Certified Copy (optional): \$30.00

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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> |
|--|---------------------|-------------------------|
| Paragon Capital, LLC | Florida | LLC |
| Somerset Mobile Home Parks and Rentals, LLC | Kentucky | LLC |

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> |
|--|---------------------|-------------------------|
| Somerset Mobile Home Parks and Rentals, LLC | Kentucky | LLC |

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

The merger shall be effective as of 12:02 AM on January 1, 2011

The surviving company shall retain all of its characteristics, including the characteristic of limited liability.

The surviving company agrees to comply with its obligations under Florida Statutes, including sections 608.4351-608.43595.

(Attach additional sheet if necessary)

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

Joseph W. Otte, the sole member of both merging companies, shall be the sole
member of the surviving company with the same interests, rights, and obligations
as such member had immediately prior to the effective date and time of the merger.

The member's interest in Paragon Capital, LLC shall be cancelled and shall
terminate as a result fo the merger without any action on the part of the member,
and no payment shall be made with respect thereto.

(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)

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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)

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