

L 090 00004258

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

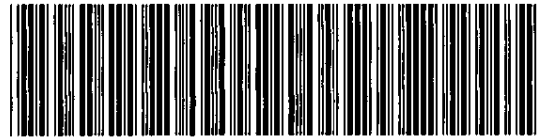
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



800139205278

RECEIVED
08 DEC 31 AM 10:43
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

FILED
09 JAN 14 PM 3:15
TALLAHASSEE, FLORIDA
SECRETARY OF STATE

B. KOHR

JAN 14 2009

EXAMINER



CORPORATION SERVICE COMPANY

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

FILED
09 JAN 14 PM 3:15
TALLAHASSEE, FLORIDA

ORDER DATE : December 30, 2008
ORDER TIME : 4:35 PM
ORDER NO. : 843857-040
CUSTOMER NO: 4354503

ARTICLES OF MERGER

CASTLE TREASURIES, LLC

INTO

CASTLE TREASURIES, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Kimberly Moret

EXAMINER'S INITIALS: _____



FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 31, 2008

KIMBERLY MORET
CSC
TALLAHASSEE, FL

SUBJECT: CASTLE TREASURIES, LLC

RESUBMIT

We have received your document for CASTLE TREASURIES, LLC and the authorization to debit your account in the amount of \$50.00. However, the document has not been filed and is being returned for the following:

As discussed, we do not show any filings for a Florida LLC known as CASTLE TREASURIES, LLC. Do you have a document number?

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6914.

Buck Kohr
Regulatory Specialist II

Letter Number: 008A00062116

FILED
09 JAN 14 PM 3:15
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

RECEIVED
DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
2009 JAN 14 PM 1:40
NOT INTENDED
TO ACKNOWLEDGE
SUFFICIENCY OF FILING

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

FILED
09 JAN 14 PM 3:15
CLERK OF STATE
TALLAHASSEE, FLORIDA

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>
Castle Treasuries, LLC	New Jersey	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>
Castle Treasuries, LLC	Florida	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.

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:

Upon Filing _____

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:

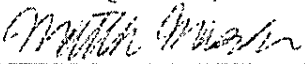
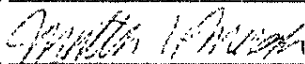
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: Not applicable _____

Mailing address: _____

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:
Castle Treasuries, LLC		Matthew Maschler
(New Jersey)		
Castle Treasuries, 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

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

**Attachment to
Certificate of Merger
for
Florida Limited Liability Company**

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

AGREEMENT AND PLAN OF MERGER

OF

CASTLE TREASURIES, LLC
(a New Jersey limited liability company)

with and into

CASTLE TREASURIES, LLC
(a Florida limited liability company)

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

1. Effective upon the filing of the certificates described in Paragraph 8 below (the "Effective Time"), Treasuries 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 Treasuries Florida, which shall be the surviving entity and shall continue its existence pursuant to the provisions of the Florida Act. The separate existence of Treasuries 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 Treasuries 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 Treasuries 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 Treasuries 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 Treasuries 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 Treasuries 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

Treasuries New Jersey, to receive a certificate evidencing the corresponding membership interest in Treasuries Florida.

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

8. Treasuries Florida and Treasuries 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 Treasuries Florida and Treasuries 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 Treasuries Florida and/or Treasuries 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.

CASTLE TREASURIES, L.L.C.
a New Jersey limited liability company

By: Matthew H. Maschler
Name: Matthew H. Maschler
Title: Manager

CASTLE TREASURIES, L.L.C.
a Florida limited liability company

By: Matthew H. Maschler
Name: Matthew H. Maschler
Title: Manager