

W900007918

(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:

L. SELLERS

MAY 20 2009

EXAMINER

Office Use Only



000150889740

04/20/09 01040-003 \$77.50

09 MAY 19 AM 8:12
SECRETARY OF STATE
TALLAHASSEE FLORIDA

FILED

JUDY A. ROMANO
Attorney at Law
6719 Winkler Road
Fort Myers, Florida 33919
(239) 437-5378
FAX (239) 437-5379

April 16, 2009

Registration Section
Division of Corporations
Post Office Box 6327
Tallahassee, Florida 32314

Re: Havener Partners, LLC

Dear Sir or Madam:

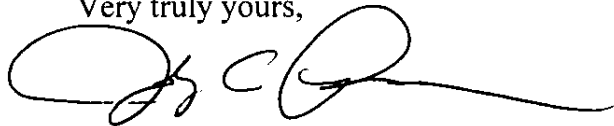
Enclosed please find the original Certificate of Conversion for Florida Partnership Into "Other Organization". Please file the original and provide a certified copy at your earliest convenience.

My office check in the amount of \$77.50 is enclosed for the filing fee and the certified copy.

Please contact me if you have questions or require additional information.

Thank you for your assistance.

Very truly yours,

A handwritten signature in black ink, appearing to read 'Judy A. Romano', with a long horizontal flourish extending to the right.

Judy A. Romano

Enclosures



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 21, 2009

JUDY A. ROMANO
6719 WINKLER ROAD
FORT MYERS, FL 33919

SUBJECT: HAVENER PARTNERS, LLC
Ref. Number: L09000027918

We have received your document for HAVENER PARTNERS, LLC and your check(s) totaling \$77.50. However, the enclosed document has not been filed and is being returned for the following correction(s):

Because the general partnership AND limited liability company has already been established, a conversion cannot be processed. Enclosed are the forms to merge the general partnership and limited liability company into one entity.

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) 245-6967.

Leslie Sellers
Regulatory Specialist II

Letter Number: 309A00013345

**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>GP09000000517 Havener Partners</u>	<u>Florida</u>	<u>Gen'l Partnership</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>Havener Partners, LLC</u>	<u>Florida</u>	<u>Limited Liability Co.</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.

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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:

Date of 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:

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:

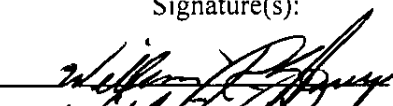
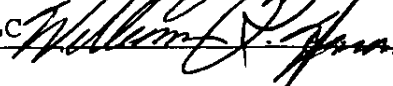
Street address: _____

Mailing address: _____

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TALLAHASSEE FLORIDA

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:
Havener Partners		William R. Havener
Havener Partners, LLC		William R. Havener

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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
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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>
Havener Partners	Florida	Gen'l Partnership

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>
Havener Partners, LLC	Florida	Limited Liability Co.

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

The partners in Havener Partners and the managing
members in Havener Partners, LLC, are the same
three individuals. Havener Partners owns real
property in the State of Florida and the purpose
of the merger is to transfer that real property
to Havener Partners, LLC, a limited liability
company.

(Attach additional sheet if necessary)

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 TALLAHASSEE FLORIDA

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:

Each partner in Havener Partners held an equal share
in the assets of the general partnership which transfers
in full to each managing member in Havener Partners, 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:

Future interests will be owned equally by each managing
member unless stated otherwise in writing in the Operating
Agreement of Havener Partners, LLC.

(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:

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)