

LD9000030213

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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(Business Entity Name)

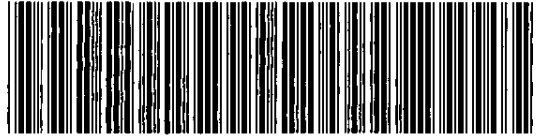
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Certificates of Status _____

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09 APR - 7 PM 12:20
SECRETARY OF STATE
TALLAHASSEE FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RUE CONTI, 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:

ROBERT K RUSHING
(Contact Person)

2710 EDMUND DR
(Address)

GULF BREEZE, FL 32563
(City, State and Zip Code)

For further information concerning this matter, please call:

ROBERT KUSHING at (904) 374-4952
(Name of Contact Person) (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

FILED

Certificate of Merger
for
Limited Liability Company

09 APR -7 PM 12: 20

SECRETARY OF STATE
TALLAHASSEE FLORIDA

The following Certificate of Merger is submitted to merge the following Limited Liability Companies in accordance with Section 608.4382, Florida Statutes, and Section 12:1362, Louisiana Revised Statutes.

FIRST: The exact name, entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Conti Pensacola, LLC	Louisiana	Limited Liability Company

SECOND: The exact name, entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Rue Conti, LLC	Florida	Limited Liability Company

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THIRD: The attached plan of merger was authorized and approved by Rue Conti, LLC, in accordance with the applicable provisions of Chapters 607, 608, 617, and/or 620, Florida Statutes. The attached plan of merger was authorized and approved by the vote of sole member of Conti Pensacola, LLC, in accordance with Section 12:1318, Louisiana Revised Statutes.

FOURTH: The merger is permitted by the laws of the State of Florida and Rue Conti, LLC, complies with the laws of the State of Florida effecting this merger.

FIFTH: The effective date of the merger shall be the date of filing.

SIXTH: No changes to the Articles of Organization of Rue Conti, LLC, are being made in connection with this merger.

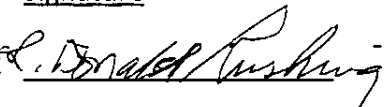
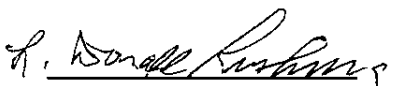

SEVENTH: The executed plan of merger is on file at the principal place of business of Rue Conti, LLC, which is 2710 Edmund Drive, Gulf Breeze, Florida 32563. A copy of the plan of merger will be furnished by Rue Conti, LLC, on request and without cost, to any member of Rue Conti, LLC or Conti Pensacola, LLC.

EIGHTH: Rue Conti, LLC, complies with Section 12:1360, Louisiana Revised Statutes, and Conti Pensacola, LLC, complies with Louisiana Revised Statutes, Sections 12:1358 and 1359.

NINTH: Rue Conti, LLC, is subject to service of process in the State of Louisiana in any proceedings for enforcement of any obligation of Conti Pensacola, LLC, and for enforcement of any obligation of Rue Conti, LLC, arising from this merger.

TENTH: The attached plan of merger was duly authorized and approved by Rue Conti, LLC, and Conti Pensacola, LLC, in accordance with Section 12:1359, Louisiana Revised Statutes and the laws of the State of Florida.

ELEVENTH: Executed on the 31st day of March, 2009.

<u>Name of Entity</u>	<u>Signature</u>	<u>Name</u>	<u>Capacity</u>
Conti Pensacola, LLC		L. Donald Rushing	Sole Member and Manager
Rue Conti, LLC	 	L. Donald Rushing Robert K. Rushing	Sole Member Manager

PLAN OF MERGER

FIRST: The exact name, entity type, and jurisdiction for each merging party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Conti Pensacola, LLC	Louisiana	Limited Liability Company

SECOND: The exact name, entity type, and jurisdiction of the surviving party are as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Rue Conti, LLC	Florida	Limited Liability Company

THIRD: The terms and conditions of the merger are as follows: As of the effective date, the separate existence of Conti Pensacola, LLC, shall cease, and Rue Conti, LLC, shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real personal and mixed, of Conti Pensacola, LLC, without the necessity of any separate transfer. Rue Conti, LLC, shall thereafter be responsible and liable for all liabilities and obligations of Conti Pensacola, LLC, and neither the rights of creditors nor any liens of the property of Conti Pensacola, LLC, shall be impaired by the merger.

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:

As of the effective date, each unit of membership interest in Conti Pensacola, LLC, shall be converted into one unit of membership interest in Rue Conti, LLC.

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:

As of the effective date, the rights to acquire membership interests in Conti Pensacola, LLC, shall be cancelled and no additional membership interests in Rue Conti, LLC, shall be issued in exchange.

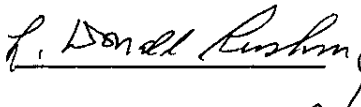
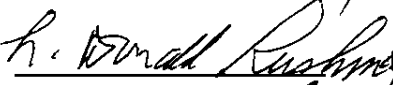

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

No changes to the Articles of Organization of Rue Conti, LLC, shall be made in connection with this merger. A copy of this plan of merger shall be furnished by Rue Conti, LLC, on request and without cost, to any member of Conti Pensacola, LLC, or Rue Conti, LLC. The executed plan of merger shall be on file at the principal place of business of Rue Conti, LLC, which is at 2710 Edmund Drive, Gulf Breeze, Florida 32563. Rue Conti, LLC, complies with Section 12:1360, Louisiana Revised Statutes, and Conti Pensacola, LLC, complies with Louisiana Revised Statutes, Sections 12:1358 and 1359. Rue Conti, LLC, shall be subject to service of process in the State of Louisiana in any proceedings for enforcement of any obligation of Conti Pensacola, LLC, and for enforcement of any obligation of Rue Conti, LLC, arising from this merger.

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

None.

SEVENTH: This plan of merger was duly authorized and approved in accordance with the laws of the States of Florida and Louisiana on the 31st day of March, 2009.

<u>Name of Entity</u>	<u>Signature</u>	<u>Name</u>	<u>Capacity</u>
Conti Pensacola, LLC		L. Donald Rushing	Sole Member and Manager
Rue Conti, LLC		Donald Rushing	Sole Member
		Robert K. Rushing	Manager

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