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10 DEC 10 AM 11:36
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Mitchell Family Properties, 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:

S. F. Mitchell, Jr.

Contact Person

S. F. Mitchell, Jr., Esq.

Firm/Company

P O Box 270

Address

Panama City Beach, FL 32413

City, State and Zip Code

mitschsfm@gmail.com

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

For further information concerning this matter, please call:

S. F. Mitchell, Jr.

Name of Contact Person

at (334)

Area Code and Daytime Telephone Number

610-0073



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>
Mitchell Family Properties, LLC	Florida	LLC LA9-39319
BMH Realty, LLC	Florida	LLC L00-12063

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>
Mitchell Family Properties, 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.

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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:

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 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:

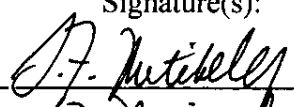
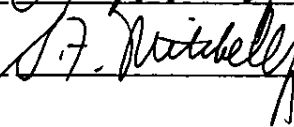
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

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:
Mitchell Family Properties, LLC		S. F. Mitchell, Jr.
BMH Realty, LLC		S. F. Mitchell, Jr.
_____	_____	_____
_____	_____	_____

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>
Mitchell Family Properties, LLC	Florida	LLC
BMH Realty, LLC	Florida	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>
Mitchell Family Properties, LLC	Florida	LLC

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

See attached merger agreement.

(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:

See attached merger agreement.

(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:

See attached merger agreement.

(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:

See attached merger agreement.

(Attach additional sheet if necessary)

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

See attached merger agreement.

(Attach additional sheet if necessary)


Agreement of Merger

This Agreement of Merger is entered into between MITCHELL FAMILY PROPERTIES, LLC, a Florida limited liability corporation (herein "Surviving LLC") and BMH REALTY, LLC, a Florida limited liability corporation (herein "Merging LLC").


1. The Merging LLC shall be merged into the Surviving LLC.
2. The manager and sole member of the Surviving LLC and the manager and sole member of the Merging LLC, by their signatures below, waive any required notice of the merger.
3. The manager and sole member of the Surviving LLC and the manager and sole member of the Merging LLC, by their signatures below, approve the merger.
4. The sole member of the Surviving LLC is also the sole member of the Merging LLC. The sole member and manager of the Surviving LLC after the merger shall succeed to all of the equity and income interest of the Surviving LLC. No part of the member's interest in the Merging LLC will be converted into cash or property.
5. The Merging LLC shall from time to time, as and when requested by the Surviving LLC, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out this merger.
6. The effect of the merger and the effective date of the merger are as prescribed by law.

IN WITNESS WHEREOF the parties have executed this Agreement.

MITCHELL FAMILY PROPERTIES, LLC


S. FELTON MITCHELL, JR.
Managing (and sole) Member

BMH REALTY, LLC


S. FELTON MITCHELL, JR.
Managing (and sole) Member