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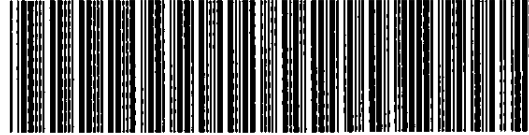
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December 29, 2011

Florida Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Attn: Registration Section

RE: Agreement and Plan of Merger - Country Life, LLC (Surviving)
R & H Masonry Contractors, Inc. (Absorbed)

Dear Sir or Madame:

Enclosed please find the original and one copy of the Agreement and Plan of Merger for the above-referenced companies. Also enclosed is a check in the amount of \$90.00 to cover your fee. Please file the enclosed Merger to be effective January 1, 2012, and return a certified copy to our office.

Should you have any questions or need any additional information, please do not hesitate to contact our office.

Sincerely,

Lisa Novatka
Paralegal to
Edsel F. Matthews, Jr.

lmn

Enclosures

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AGREEMENT AND PLAN OF MERGER

AGREEMENT AND PLAN OF MERGER, effective the 1st day of January, 2012, between COUNTRY LIFE, LLC, a Florida limited liability company, hereinafter referred to as the "Surviving LLC", and R & H MASONRY CONTRACTORS, INC, a Florida corporation, hereinafter referred to as the "Absorbed Corporation".

WHEREAS, Surviving LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 3909 Andrew Jackson Circle, Pace, Florida 32571;

WHEREAS, Absorbed Corporation is a corporation organized and existing under the laws of the State of Florida with its principal office at 3909 Andrew Jackson Circle, Pace, florida, 32571; and

WHEREAS, Absorbed Corporation has a capitalization of Five Hundred (500) authorized shares of common stock of which Five Hundred (500) shares are issued and outstanding; and

WHEREAS, the managers and members of the Surviving LLC deem it desirable and in the best business interest of the organization and its members that the Absorbed Corporation be merged into Surviving LLC pursuant to the provisions of Section 608.438, et seq., of the Florida Limited Liability Company Act and Sections 607.1101 et seq., of the Florida Business Corporation Act;

WHEREAS, the board of directors of the Absorbed Corporation deems it desirable and in the best business interest of the corporation and its shareholders that the Absorbed Corporation be merged into Surviving LLC pursuant to the provisions of Sections 607.1101 et seq., of the Florida Business Corporation Act in order that the transaction qualify as a "reorganization" within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code of 1986, as amended;

NOW, THEREFORE, in consideration of the mutual covenants, and subject to the terms and conditions set forth below, the constituent corporations agree as follows:

1. **Absorbed Corporation.** The exact name and jurisdiction of the merging party are as follows:

Name

Jurisdiction

R & H MASONRY CONTRACTORS, INC.

Florida

539242

2. **Surviving LLC.** The exact name and jurisdiction of the surviving party are as follows:

Name

Jurisdiction

COUNTRY LIFE, LLC

Florida

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3. **Terms and Conditions.** On January 1, 2012, the effective date of the merger, the separate existence of the Absorbed Corporation shall cease, and the Surviving LLC shall succeed to all the

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rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the Absorbed Corporation, without the necessity for any separate transfer. The Surviving LLC shall then be responsible and liable for all liabilities and obligations of the Absorbed Corporation, and neither the rights of creditors nor any liens on the property of the Absorbed Corporation shall be impaired by the merger.

4. Conversion of Shares of Absorbed Corporation. The manner and basis of converting the shares of the Absorbed Corporation into the membership interests, rights, and obligations of the Surviving LLC is as follows:

(i) Each share of the \$1.00 common stock of the Absorbed Corporation issued and outstanding on the effective date of the merger shall be converted into one (1) Membership Interest percentage of the Surviving LLC which Membership Interest shall then be issued and outstanding.

(ii) The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for shares of common stock in the Absorbed Corporation shall surrender them to the Surviving LLC or its duly appointed agent, in the manner that the Surviving LLC shall legally require. On receipt of the share certificates, the Surviving LLC shall issue Membership Interests in the manner that the Surviving LLC shall require.

(iii) Holders of certificates of common stock of the Absorbed Corporation shall not be entitled to distributions payable on Membership Interests of the Surviving LLC until said Membership Interest have been issued. Then, each such Member shall be entitled to receive any distributions to Members of the Surviving LLC issuable to them under this plan which may have been declared and paid between the effective date of the merger and the issuance to those Members of the Membership Interest in the Surviving LLC.

5. Managers. The names and addresses of the managers of the Surviving LLC on the effective date of the merger are:

Harry C. Harris 3909 Andrew Jackson Circle Pace, Florida 32571	Linda G. Harris 3909 Andrew Jackson Circle Pace, Florida 32571
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6. Approval by Managers and Members. This Agreement and Plan of Merger shall be submitted for the approval of the managers and members of the undersigned limited liability company in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before January 1, 2012, or at such other time as to which the managers of the company may agree.

7. Approval by Shareholders. This Agreement and Plan of Merger shall be submitted for the approval of the shareholders of the Absorbed Corporation in the manner provided by the applicable laws of the State of Florida at meetings to be held on or before January 1, 2012, or at such other times as to which the boards of directors of the corporation may agree.

8. **Effective Date of Merger.** The effective date of this merger shall be January 1, 2012.

9. **Execution of Agreement.** This Agreement and Plan of Merger may be executed in any number of counterparts, and each counterpart shall constitute an original instrument.

Executed on behalf of the parties by their officers pursuant to the authorization of their respective boards of directors and managers on the date first above written.

COUNTRY LIFE, LLC

By: Harry C Harris
Its: Manager

R & H MASONRY CONTRACTORS, INC.

By: Harry C Harris
Its: President

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