

10/08/2009 12:54

850-245-6897

FL DEPT OF STATE

PAGE 01/07

To: The Florida Dept. of State
Subject: 001668.112768

From: Anthony Smith

Tuesday, October 08, 2009 12:55 PM Page: 1 of 7

Division of Corporations

<http://efile.flstate.org/efilecd.exe>

09 000094231

Florida Department of State

Division of Corporations
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To:

Division of Corporations
Fax Number : (850) 617-6380

From:

Account Name : CORPDIRECT AGENTS, INC.
Account Number : 110450000714
Phone : (850) 222-1173
Fax Number : (850) 224-1640

001668.112768

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TALLAHASSEE, FLORIDA

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MERGER OR SHARE EXCHANGE

MALLARD EQUITIES FL SUB LLC

Certificate of Status	0
Certified Copy	1
Page Count	07
Estimated Charge	\$58.75

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Corporate Filing Menu

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M. THOMAS

OCT 9 2009

EXAMINER

To: The Florida Dept. of State
Subject: 001668.112785

From: Ashley Smith

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**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>
Firestone Apartments LLC	California	limited liability company

1108-1921

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>
Mallard Equities FL Sub LLC	Florida	limited liability company

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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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To: The Florida Dept. of State
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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. 43.181, F.S., are as follows:

Street address: _____

Mailing address: _____

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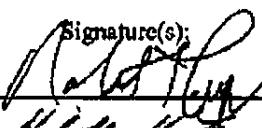
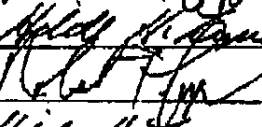
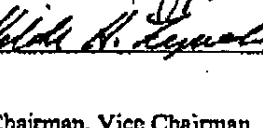
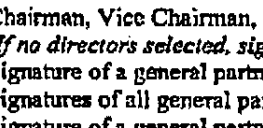
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b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Firestone Apartments LLC		Robert T. Lynch
		Hilde H. Lynch
Mallard Equities FL Sub LLC		Robert T. Lynch
		Hilde H. Lynch

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

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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>
Firestone Apartments LLC	California	limited liability company

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>
Mallard Equities FL Sub LLC	Florida	limited liability company

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

Firestone Apartments LLC will be merged with and into Mallard Equities FL Sub LLC, with Mallard Equities FL Sub LLC as the surviving entity. Concurrently with the merger the name of the surviving entity shall be changed to Firestone Apartments LLC.

(Attach additional sheet if necessary)

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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:

The membership interests in Firestone Apartments LLC shall be converted into
membership interests in Mallard Equities FL Sub LLC, which is a newly formed
limited liability company that will have no outstanding membership interests
immediately prior to the merger.

(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:

Not applicable

(Attach additional sheet if necessary)

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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:

Concurrently with the merger the name of the surviving entity shall be changed
from Mallard Equities FL Sub LLC to Firestone Apartments LLC.

(Attach additional sheet if necessary)

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