

L09000099596

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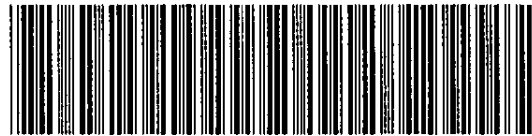
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B. KOHR
OCT 22 2009
EXAMINER

SQUIRE, SANDERS & DEMPSEY Requester's Name	
215 S. MONROE ST. SUITE 601 Address	
TALLAHASSEE 32301	222.2300 Phone #
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. MERCEDES HOMES, INC. H84754
(Corporation Name) (Document #)
2. MERCEDES HOMES, LLC L09000099596
(Corporation Name) (Document #)
3. _____
(Corporation Name) (Document #)
4. _____
(Corporation Name) (Document #)

- ☒ Walk in
 ☒ Pick up time As Soon As Possible
 ☒ Certified Copy
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 ☐ Will wait
 ☐ Photocopy
 ☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

IF YOU HAVE ANY QUESTIONS
PLEASE CONTACT ELIZABETH GLEATON
AT 222.2300. THANK YOU.

Examiner's Initials

**Certificate of Merger
For
Florida Limited Liability Company**

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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>
Mercedes Homes, Inc.	Florida	corporation
Mercedes Homes, LLC	Florida	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>
Mercedes Homes, LLC	Florida	limited liability company

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.

The attached Plan of Merger (attached as Exhibit A) was authorized and approved on behalf of Mercedes Homes, Inc. by Order Confirming Debtors' Joint Plan of Reorganization Pursuant to Chapter 11 of the United States Bankruptcy Code, entered September 30, 2009, as supplemented by Stipulated Order Granting the Emergency Motion, Authorizing and Approving the Sequence of Transactions Necessary to Effectuate Debtors' First Amended Joint Plan of Reorganization, entered October 15, 2009 (collectively, the "Order"), under Section 1129 of the United States Bankruptcy Code in a proceeding styled In re Mercedes Homes, Inc., et al, Debtors, Case No. 09-11191 (the "Case"), pending before the U.S. Bankruptcy Court, Southern District of Florida, West Palm Beach Division.

The attached Plan of Merger was approved by Mercedes Homes, LLC in accordance with the applicable provisions of the Florida Limited Liability Company Act, as amended, Florida Statutes, Chapter 608.

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:

N/A

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:

N/A

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:

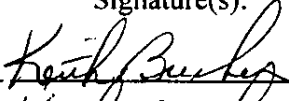
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: N/A

Mailing address: N/A

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:
Mercedes Homes, Inc.		Keith Buescher
Mercedes Homes, LLC		Keith Buescher

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

<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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EXHIBIT "A"

PLAN OF MERGER

of

MERCEDES HOMES, INC.
with and into
MERCEDES HOMES, LLC

THIS PLAN OF MERGER (this "Plan") is by and between MERCEDES HOMES, INC., a Florida corporation (the "Merging Corporation" and a "Constituent Business Entity"), and MERCEDES HOMES, LLC, a Florida limited liability company (a "Constituent Business Entity" and the "Surviving Company"), as authorized by and pursuant to the Florida Business Corporation Act, as amended (the "FBCA"), Florida Statutes, §§ 607.1108, 607.1109 and 607.11101, and the Florida Limited Liability Company Act, as amended (the "FLLCA"), Florida Statutes, §§ 608.438, 608.4381, 608.4382 and 608.4383.

FIRST: CONSTITUENT ENTITIES TO THE MERGER; SURVIVING ENTITY.

The name of the domestic corporation is: MERCEDES HOMES, INC.

The name of the other business entity party to the merger and its jurisdiction of formation is: MERCEDES HOMES, LLC, a Florida limited liability company.

The name of the surviving or resulting limited liability company shall be: MERCEDES HOMES, LLC, a Florida limited liability company.

The Surviving Company is managed by the members thereof.

SECOND: TERMS AND CONDITIONS OF THE MERGER.

- (a) On the Merger being Effective (as defined below), the Merging Corporation shall be merged with and into the Surviving Company and such Surviving Company shall continue to exist as a limited liability company under, and be governed by, the laws of the State of Florida.
- (b) The name of the Surviving Company shall be: MERCEDES HOMES, LLC.
- (c) Upon the Merger being Effective, each share of the common stock of the Merging Corporation outstanding immediately prior to the filing of the Certificate of Merger shall, by virtue of the merger and without any action on the part of the holder thereof, be canceled and shall cease to exist in consideration for the cancellation of any debt owed by the Merging Corporation to the Surviving Company, and there shall be no distribution of cash or securities with respect thereto.

The outstanding membership interests of the Surviving Company shall remain outstanding and shall continue to reflect the same percentage interest in the Surviving Company and there shall be no distribution of cash or securities with respect thereto.

- (d) Upon the Merger being Effective, for all purposes of the laws of the State of Florida, the separate existence of the Merging Corporation, except as provided in the FBCA, Florida Statutes, § 607.11101, shall cease while the corporate existence of the Surviving Company shall continue unaffected and unimpaired, and all of the rights, privileges and powers of the Merging Corporation, and all property, real, personal and mixed, and all debts due to the Merging Corporation, as well as all other things and causes of action belonging to the Merging Corporation, shall be vested in the Surviving Company and shall thereafter be the property of the Surviving Company as they were of the Merging Corporation, and the title to any real property vested by deed or otherwise in the Merging Corporation shall not revert or be in any way impaired by reason of the merger, but all rights of creditors and all liens upon any property of the Merging Corporation shall be preserved unimpaired, and all debts, liabilities, and duties of the Merging Corporation shall thenceforth attach to the Surviving Company and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it.
- (e) The Surviving Company will carry on business with the assets of the Merging Corporation.
- (f) The Articles of Organization of the Surviving Company, as existing prior to the Merger being Effective, shall continue in full force as the Articles of Organization of the Surviving Company until altered, amended, or repealed as provided in such Articles or as provided by law.
- (g) The parties intend that, for United States federal and state income tax purposes, the Merger shall be treated as a taxable sale by the Merging Corporation of all the Merging Corporation's assets to the Surviving Company in exchange for the assumption of the Merging Corporation's liabilities and the cancellation of any debt owed by the Merging Corporation to the Surviving Company, followed by the liquidation of the Merging Corporation pursuant to Sections 331 and 336 of the Internal Revenue Code of 1986, as amended.
- (h) The Board of Directors of the Merging Corporation has reserved the right, at any time prior to the filing of the Certificate of Merger, to amend the terms of this Plan of Merger or to abandon the merger as described herein even after the shareholders of the Merging Corporation have consented to this Plan of Merger without further shareholder action as the Board of Directors may determine.

THIRD: EFFECTIVENESS. The merger shall be effective (the "Merger being Effective") on the date and at the time of filing the Certificate of Merger executed by the parties hereto with the Department of State of the State of Florida.