

L09000100477

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TALLAHASSEE, FLORIDA

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C. LEWIS

APR 20 2010

EXAMINER



FLORIDA DEPARTMENT OF STATE
Division of Corporations

April 6, 2010

C. DOUGLAS VITUNAC, ESQ.
COLLINS BROWN CALDWELL BARKETT & GARAVAG
756 BEACHLAND BLVD.
VERO BEACH, FL 32963

SUBJECT: R.A. HOWARD PROPERTIES, LLC
Ref. Number: L09000100477

We have received your document for R.A. HOWARD PROPERTIES, LLC and check(s) totaling \$55.00. However, the document has not been filed and is being retained in this office for the following reason(s):

There is a balance due of \$52.50. Refer to the attached fee schedule for the breakdown of fees. Please return a copy of this letter to ensure your money is properly credited.

If you have any further questions concerning your document, please call (850) 245-6047.

Carolyn Lewis
Regulatory Specialist II
Registration/Qualification Section

Letter Number: 010A00008435

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: **R. A. HOWARD 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:

C. DOUGLAS VITUNAC, ESQ.

Contact Person

COLLINS BROWN CALDWELL BARKETT & GARAVAGLIA, CHARTERED

Firm/Company

756 BEACHLAND BOULEVARD

Address

VERO BEACH, FLORIDA 32963

City, State and Zip Code

dvitunac@verolaw.com

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

For further information concerning this matter, please call:

C. DOUGLAS VITUNAC

Name of Contact Person

at (**772**) **231-4343**

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

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

**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>
<u>Howard Properties Limited Partnership</u>	<u>Massachusetts</u>	<u>Limited Partnership</u>
_____	_____	_____
_____	_____	_____
_____	_____	_____

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>
<u>L09000100477</u> <u>R.A. Howard Properties, LLC</u>	<u>Florida</u>	<u>Limited Liability Company</u>

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.

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 entitles 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: _____

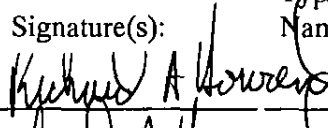
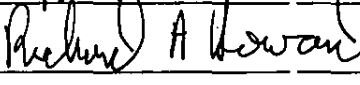
Mailing address: _____

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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.608.4351-608.4355, Florida Statutes.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
HOWARD PROPERTIES LIMITED PARTNERSHIP		RICHARD A. HOWARD
R.A. HOWARD PROPERTIES, LLC		RICHARD A. HOWARD

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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SEE ATTACHED PLAN OF MERGER
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>

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>

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

(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:

(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:

(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:

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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**SECRETARY OF STATE
TALLAHASSEE, FLORIDA**

PLAN OF MERGER

AMONG

**HOWARD PROPERTIES LIMITED PARTNERSHIP, a limited partnership
duly formed under the Laws of the Commonwealth of Massachusetts,**

AND

R.A. HOWARD PROPERTIES, LLC, a Florida limited liability company.

COLLINS BROWN CALDWELL BARKETT & GARAVAGLIA, CHARTERED
Attorneys at Law

**756 BEACHLAND BOULEVARD
VERO BEACH, FLORIDA 32963**

(772) 231-4343

© 2009 Collins Brown Caldwell Barkett & Garavaglia, Chartered

PLAN OF MERGER

A. Howard Properties Limited Partnership is a limited partnership duly formed under the laws of the Commonwealth of Massachusetts;

B. R.A. Howard Properties, LLC is a limited liability company duly formed under the laws of Florida;

C. The General Partner and a majority of the Limited Partners of Howard Properties Limited Partnership, along with the sole managing member of R.A. Howard Properties, LLC have determined that it is advisable that Howard Properties Limited Partnership be merged with and into R.A. Howard Properties, LLC, with R.A. Howard Properties, LLC continuing as the surviving corporation in the merger (the "Surviving Corporation") pursuant and subject to the terms and conditions of this Plan and applicable law, and have approved this Plan in writing.

D. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with applicable law, at the Effective Time of the Merger (as defined in paragraph E), Howard Properties Limited Partnership shall be merged with and into R.A. Howard Properties, LLC. As a result of the Merger, the separate existence of Howard Properties Limited Partnership shall cease and R.A. Howard Properties, LLC shall continue as the surviving company.

E. Subject to the terms and conditions of this Plan, a certificate of merger shall be executed and filed with the Secretary of State of the State of Florida ("Florida Secretary of State") in accordance with Florida law. The Merger shall become effective upon such filing.

F. Upon the effective date of the Merger, the effect of the Merger shall be as provided in the provisions of applicable law. Without limiting the generality of the foregoing, and subject thereto, at the Effective Time of the Merger, all of the property, rights, privileges, powers and franchises of Howard Properties Limited Partnership shall vest in R.A. Howard Properties, LLC as the surviving company, and all debts, liabilities and duties of Howard Properties Limited Partnership shall become the debts, liabilities and duties of the R.A. Howard Properties, LLC.

G. At the Effective Time of the Merger, the Articles of Organization and the Operating Agreement of R.A. Howard Properties, LLC as in effect immediately prior to the Effective Time of the Merger (or the version attached hereto), shall be effective as to R.A. Howard Properties, LLC as the surviving company until thereafter amended as provided by applicable law, and shall govern to operation of R.A. Howard Properties, LLC.

H. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows:

- Richard A. Howard's 1% general partnership interest, and his 97.5% limited partnership interest in Howard Properties Limited Partnership shall be converted into a 98.5% membership interest in R.A. Howard Properties, LLC.

- Abigail E. Rausch's .03% limited partnership interest in Howard Properties Limited Partnership shall be converted into a .03% membership interest in R.A. Howard Properties, LLC;

- Katrina H. Solter's .03% limited partnership interest in Howard Properties Limited Partnership shall be converted into a .03% membership interest in R.A. Howard Properties, LLC;

- Eben S. Howard's .03% limited partnership interest in Howard Properties Limited Partnership shall be converted into a .03% membership interest in R.A. Howard Properties, LLC;

- Ben Atherton-Zeman's .03% limited partnership interest in Howard Properties Limited Partnership shall be converted into a .03% membership interest in R.A. Howard Properties, LLC;

- Hayden D. Rasuch's .03% limited partnership interest in Howard Properties Limited Partnership shall be converted into a .03% membership interest in R.A. Howard Properties, LLC.

I. 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 other securities of the survivor, in whole or in part, into cash or other property is as follows:

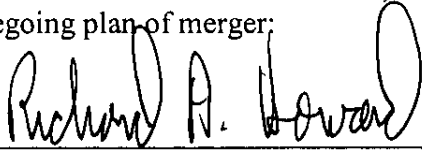
This section is not applicable. None of the partners of Howard Properties Limited Partnership had rights to acquire the interests, shares, obligations, or other securities.

J. Pursuant to Florida Statute 608.455, the signatories to this Plan of Merger waive the notification otherwise required by Florida Statute 608.4381(3).

K This Plan of Merger may be executed in any number of duplicate original counterparts, each of which together shall constitute an original with the same effectiveness as if the signatures thereto and hereto were upon the same original. This Plan of Merger shall become effective when each party hereto shall have received a counterpart hereof signed by the other parties hereto.

The remainder of this page is intentionally left blank. The signature page(s) follow(s).

IN WITNESS WHEREOF, we set our hands and seals to this instrument and approve the foregoing plan of merger:



Richard A. Howard, Individually as General Partner
and Limited Partner.

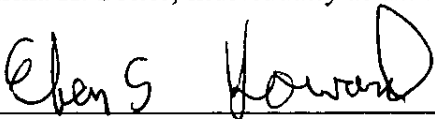
3/04/2010
Date

Abigail E. Rausch, Individually as Limited Partner

Date

Katrina H. Solter, Individually as Limited Partner

Date



Eben S. Howard, Individually as Limited Partner
by his natural/legal guardian, Richard A. Howard

3/04/2010
Date

Ben Atherton-Zeman, Individually as Limited Partner

Date

Hayden D. Rausch, Individually as Limited Partner
by his natural/legal guardian, Abigail E. Rausch


Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, we set our hands and seals to this instrument and approve the foregoing plan of merger:

Richard A. Howard, Individually as General Partner
and Limited Partner.

Date


Abigail E. Rausch, Individually as Limited Partner

Date

3/17/10

Katrina H. Solter, Individually as Limited Partner


Date

Eben S. Howard, Individually as Limited Partner
by his natural/legal guardian, Richard A. Howard

Date

Ben Atherton-Zeman, Individually as Limited Partner

Date


Hayden D. Rausch, Individually as Limited Partner
by his natural/legal guardian, Abigail E. Rausch

Date

3/17/10

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

IN WITNESS WHEREOF, we set our hands and seals to this instrument and approve the foregoing plan of merger:

Richard A. Howard, Individually as General Partner
and Limited Partner.

Date

Abigail E. Rausch, Individually as Limited Partner

Date



Katrina H. Solter, Individually as Limited Partner

Date

Eben S. Howard, Individually as Limited Partner
by his natural/legal guardian, Richard A. Howard

Date

Ben Atherton-Zeman, Individually as Limited Partner

Date

Hayden D. Rausch, Individually as Limited Partner
by his natural/legal guardian, Abigail E. Rausch

Date

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TALLAHASSEE, FLORIDA

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Richard A. Howard, Individually as General Partner
and Limited Partner.

Date

Abigail E. Rausch, Individually as Limited Partner

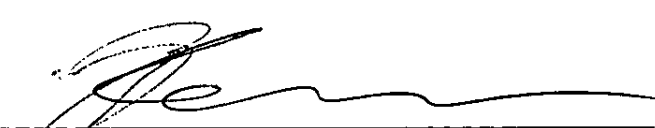
Date

Katrina H. Solter, Individually as Limited Partner

Date

Eben S. Howard, Individually as Limited Partner
by his natural/legal guardian, Richard A. Howard

Date



Ben Atherton-Zeman, Individually as Limited Partner

Date

Hayden D. Rausch, Individually as Limited Partner
by his natural/legal guardian, Abigail E. Rausch

Date

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

3/20/10

Date