

LO9000152090

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

From:

Account Name : LOZIER, THAMES, FRAZIER, P.A.
Account Number : I20000000033
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TALLAHASSEE, FLORIDA

**MERGER OR SHARE EXCHANGE
ZACHARY 39, LLC**

Certificate of Status	1
Certified Copy	0
Page Count	95-1
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JUN 28 2010

EXAMINER

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June 25, 2010

FLORIDA DEPARTMENT OF STATE
Division of Corporations

ZACHARY 39, L.L.C.
1901 CYPRESS STREET
PENSACOLA, FL 32502

SUBJECT: ZACHARY 39, L.L.C
REF: L09000102090

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The plan of merger must be attached/included.

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6020.

Tammi Cline
Regulatory Specialist II

FAX Aud. #: H10000147399
Letter Number: 610A00015641

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TALLAHASSEE, FLORIDA

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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.

1. 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>
LOG-102059 HDRHB INVESTMENTS, L.L.C.	Florida	Limited Liability Company
ZACHARY 39, L.L.C.	Florida	Limited Liability Company

2. 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>
LOG-102090 ZACHARY 39, L.L.C.	Florida	Limited Liability Company

3. 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.

4. 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.

5. If other than the date of filing, the effective date of the merger, which can not be prior to nor more than 90 days after the date this document is filed by the Florida Department of State: midnight June 30, 2010.

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IN WITNESS WHEREOF, the parties hereto have executed this Certificate of Merger as authorized by the respective Members and managers of the undersigned parties as of the 23 day of June, 2010.

HDRHB INVESTMENTS, L.L.C.,
a Florida limited liability
company

ZACHARY 39, L.L.C., a Florida
limited liability company

By: HDRHB INVESTMENTS, L.L.C.,
a Florida limited liability company,
its authorized Member/Manager

By: [Signature]
Leo Cyr, its authorized
Member/Manager

By: [Signature]
Leo Cyr, its authorized
Member/Manager

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before this 23 day of June, 2010 by Leo Cyr, Member/Manager of HDRHB INVESTMENTS, L.L.C., a Florida limited liability company, (☒) who is personally known to me, or () who has/have produced a driver's license as identification.



[Signature]
Notary Public Printed Name:
My Commission expires:

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before this 23 day of June, 2010 by Leo Cyr, Member/Manager of ZACHARY 39, L.L.C., a Florida limited liability company, by HDRHB INVESTMENTS, L.L.C., a Florida limited liability company, its authorized Member/Manager, (☒) who is personally known to me, or () who has/have produced a driver's license as identification.



[Signature]
Notary Public Printed Name:
My Commission expires:

(((H10000147399 3)))

AGREEMENT AND PLAN OF MERGER

This Agreement and Plan of Merger is made and entered into effective the 22 day of June, 2010, by and between HDRHB INVESTMENTS, L.L.C., a Florida limited liability company, (hereinafter referred to as the "disappearing company") and ZACHARY 39, L.L.C., a Florida limited liability company, (hereinafter referred to as the "surviving company").

1. 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>
HDRHB INVESTMENTS, L.L.C.	Florida	Limited Liability Company
ZACHARY 39, L.L.C.	Florida	Limited Liability Company

2. 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>
ZACHARY 39, L.L.C.	Florida	Limited Liability Company

3. The terms and conditions of the merger are as follows:

A. The Certificate, and Articles of Organization of the surviving company on the date hereof, shall from and after the effective date of the merger be and continue to be the Certificate and Articles of Organization until changed or amended as provided by law.

B. The Operating Agreement of the disappearing company, as in effect immediately before the effective date, shall from and after the effective date, be and hereby is adopted as the Operating Agreement of the surviving company until amended as provided therein.

C. The effective date of this Agreement and of the Merger shall be midnight, June 30, 2010.

4. 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 surviving company, in whole or in part, into cash or other property is as follows:

Each Member of the disappearing company shall surrender such Member's certificates representing Membership units to the surviving company within sixty (60) days of the effective date. Upon surrender of such certificates to the surviving company, there shall be issued to the respective Members, in substitution for such certificates, certificates for fully paid and non-

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assessable Membership units of the surviving company, in the ratio of one (1) Membership unit of the surviving company for each such Membership unit of the disappearing company and all fractional shares shall not be disregarded. All certificates of the disappearing company which are not surrendered within sixty (60) days following the effective date, shall be canceled and there shall be issued in the name of the respective Members thereof, in substitution therefor, certificates for fully paid and non-assessable Membership units of the surviving company in the aforesaid ratio, all fractional shares shall not be disregarded, and such newly issued certificates shall be delivered by the surviving company to such Members at the addresses shown in the records of the disappearing company and any certificates not delivered, shall be held by the surviving company for such Members. There are no rights to acquire additional interests to be converted.

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

A. The effects of the merger as of and after the effective date, shall be as follows: The assets of the disappearing company shall be reported in the accounts of the surviving company; the financial statement and balance sheet of the disappearing company, as of the effective date, shall become part of the financial statement and balance sheet of the surviving company; the separate existence of the disappearing company shall cease, and the disappearing company shall be merged into the surviving company; the surviving company shall possess all and singular the rights, privileges, and powers, and shall be subject to all of the restrictions, disabilities, and duties of the disappearing company; the surviving company shall possess all and singular, the rights, privileges, powers, and all property and assets, whether real, personal, or mixed, tangible or intangible, known or unknown, of the disappearing company, all debts to the disappearing company on whatever account, and all other things in action or belonging to the disappearing company; all property, assets, rights, privileges, and powers, and all and every other interest of the disappearing company, shall be vested in the surviving company and as effectually the property of the surviving company, as they were of the disappearing company; the title to any real estate or other property vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in the disappearing company, shall not revert or be in any way impaired and, all rights of creditors of record and all liens of record, upon any property of the disappearing company shall be preserved unimpaired; all known debts, liabilities, and duties of the disappearing company as of the effective date, shall thenceforth attach to the surviving company and may be enforced against it to the same extent as if said known debts, liabilities, and duties had been incurred or contracted by the surviving company. From and after the effective date, the last acting members and managers of the disappearing company or the corresponding members or managers of the surviving company, may in the name of the disappearing company, execute and deliver all such proper deeds, assignments, or other instruments and take or cause to be taken all such further action or other action as the surviving company may deem necessary or desirable in order to vest, perfect, or confirm in the surviving company, title to and possession of all of the disappearing company's property, assets, rights, privileges, powers, franchises, immunities, and interests, or to otherwise carry out the purpose of this agreement, and the disappearing company hereby authorizes, appoints, and constitutes such persons as its agents for such purposes, hereby irrevocably approving and ratifying all that said agents do on its behalf.

B. The surviving company shall cause the mortgage and loan documents held

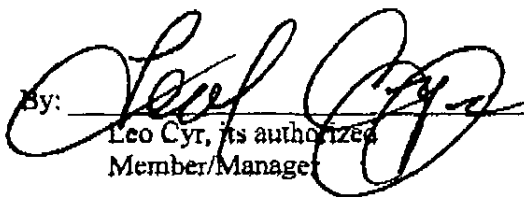
by the disappearing company and secured by real property owned by the surviving company to be merged by operation of law and cancelled of record.

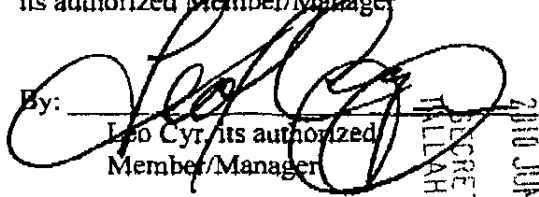
IN WITNESS WHEREOF, the parties hereto have executed this Agreement and Plan of Merger as authorized by the respective Members and managers of the undersigned parties as of the first date written above.

HDRHB INVESTMENTS, L.L.C.,
a Florida limited liability
company

ZACHARY 39, L.L.C., a Florida
limited liability company

By: HDRHB INVESTMENTS, L.L.C.,
a Florida limited liability company,
its authorized Member/Manager


By: 
Leo Cyr, its authorized
Member/Manager

By: 
Leo Cyr, its authorized
Member/Manager

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before this 23 day of June 2010 by Leo Cyr, Member/Manager of HDRHB INVESTMENTS, L.L.C., a Florida limited liability company, (✓) who is personally known to me, or () who has/have produced a driver's license as identification.

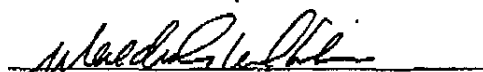



Notary Public Printed Name:
My Commission expires:

STATE OF FLORIDA
COUNTY OF ESCAMBIA

The foregoing instrument was acknowledged before this 23 day of June 2010 by Leo Cyr, Member/Manager of ZACHARY 39, L.L.C., a Florida limited liability company, by HDRHB INVESTMENTS, L.L.C., a Florida limited liability company, its authorized Member/Manager, (✓) who is personally known to me, or () who has/have produced a driver's license as identification.




Notary Public Printed Name:
My Commission expires:

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