

L10000042974

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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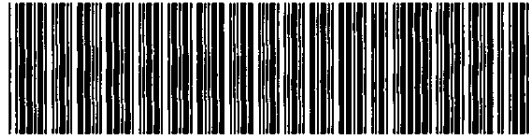
(Business Entity Name)

(Document Number)

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10 SEP 14 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

*W*

J. BRYAN

NOV - 3 2010

EXAMINER

WHARTON LAW GROUP, P.A.

ATTORNEYS AT LAW

TELEPHONE

(407) 365-7193

FAX

(407) 366-0776

WWW.WHARTONLAWGROUP.COM

STREET ADDRESS

456 SOUTH CENTRAL AVENUE

OVIEDO, FLORIDA 32765

MAILING ADDRESS

POST OFFICE BOX 621172

OVIEDO, FLORIDA 32762-1172

September 13, 2010

*Delivered via Federal Express to:*

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

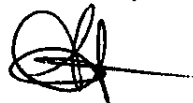
Re: Central Florida Landclearing, LLC (Surviving Entity)

To Whom It May Concern:

Enclosed please find a copy of the Articles (Certificate) of Merger (Central Florida Landclearing, Inc and Central Florida Landclearing, LLC, with the latter being the surviving entity), along with the Consent to Action in Lieu of a Joint Meeting of Board of Directors and Shareholders of Central Florida Landclearing, Inc. and the Consent to Action in Lieu of a Joint Meeting of Members and Managing Members of Central Florida Landclearing, LLC, and a check in the amount of \$60.00 to cover all necessary filing fees.

Should you have any questions, or need further information, please do not hesitate to contact me through any of the above-listed information, or via my email: [sandra@whartonlawgroup.com](mailto:sandra@whartonlawgroup.com). Thank you for your attention to this matter.

Sincerely,



SANDRA L. DAVIS  
Legal Assistant

sld:nn

Enc: as noted

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10 SEP 14 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

September 15, 2010

SANDRA L. DAVIS, LEGAL ASSISTANT  
WHARTON LAW GROUP, P.A.  
456 SOUTH CENTRAL AVENUE  
OVIEDO, FL 32765

SUBJECT: CENTRAL FLORIDA LANDCLEARING, LLC  
Ref. Number: L10000042974

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10 SEP 14 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

We have received your document for CENTRAL FLORIDA LANDCLEARING, LLC and your check(s) totaling \$60.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

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) 245-6043.

Joey Bryan  
Regulatory Specialist II

Letter Number: 310A00021915

WHARTON LAW GROUP, P.A.

ATTORNEYS AT LAW

TELEPHONE

(407) 365-7193

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[WWW.WHARTONLAWGROUP.COM](http://WWW.WHARTONLAWGROUP.COM)

STREET ADDRESS

456 SOUTH CENTRAL AVENUE

OVIEDO, FLORIDA 32765

MAILING ADDRESS

POST OFFICE BOX 621172

OVIEDO, FLORIDA 32762-1172

October 29, 2010

*Delivered via Federal Express to:*

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

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10 SEP 14 AM 8:02  
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TALLAHASSEE, FLORIDA

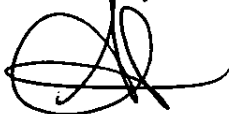
Re: Central Florida Landclearing, LLC (Surviving Entity)

To Whom It May Concern:

Enclosed please find a copy of the Articles (Certificate) of Merger (Central Florida Landclearing, Inc and Central Florida Landclearing, LLC, with the latter being the surviving entity), along with the Consent to Action in Lieu of a Joint Meeting of Board of Directors and Shareholders of Central Florida Landclearing, Inc. and the Consent to Action in Lieu of a Joint Meeting of Members and Managing Members of Central Florida Landclearing, LLC, and a copy of the letter by you when you returned the documents to us for correction.

Should you have any questions, or need further information, please do not hesitate to contact me through any of the above-listed information, or via my email: [sandra@whartonlawgroup.com](mailto:sandra@whartonlawgroup.com). Thank you for your attention to this matter.

Sincerely,



SANDRA L. DAVIS  
Legal Assistant

sld:nn

Enc: as noted

WHARTON LAW GROUP, P.A.

ATTORNEYS AT LAW

TELEPHONE

(407) 365-7193

FAX

(407) 366-0776

[WWW.WHARTONLAWGROUP.COM](http://WWW.WHARTONLAWGROUP.COM)

STREET ADDRESS

456 SOUTH CENTRAL AVENUE  
OVIEDO, FLORIDA 32765

MAILING ADDRESS

POST OFFICE BOX 621172  
OVIEDO, FLORIDA 32762-1172

November 1, 2010

*Delivered via Federal Express to:*

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

Re: Central Florida Landclearing, LLC (Surviving Entity)

To Whom It May Concern:

On Friday I sent in the Articles of Merger for the above-referenced entity. The enclosed signature page was left out of the package by mistake. I spoke with Joey Bryan this morning to let him know I was sending the signature page today. I apologize for the confusion.

Should you have any questions, or need further information, please do not hesitate to contact me through any of the above-listed information, or via my email: [sandra@whartonlawgroup.com](mailto:sandra@whartonlawgroup.com). Thank you for your attention to this matter.

Sincerely,



SANDRA L. DAVIS  
Legal Assistant

sld:nn

Enc: as noted

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**ARTICLES OF MERGER FOR  
CENTRAL FLORIDA LANDCLEARING, INC.,  
WITH AND INTO CENTRAL FLORIDA LANDCLEARING, LLC**

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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Sections 607.1109 and 608.4382, Florida Statutes, CENTRAL FLORIDA LANDCLEARING, LLC, a Florida limited liability company, as the Surviving Entity in a Merger, hereby submits the following Articles of Merger:

1. **Parties to the Merger:** The names of the entities which are parties to the merger (the "Merger") contemplated by these Articles of Merger are Central Florida Landclearing, Inc., a Florida corporation (the "Merging Corporation"), and Central Florida Landclearing, LLC, a Florida limited liability company. The Surviving Entity in the Merger is "Central Florida Landclearing, LLC", a Florida limited liability company (the "Surviving Entity").
2. **Plan of Merger:** The plan of the Merger is set forth in an Agreement and Plan of Merger, dated as of October 29, 2010, between the Merging Corporation and the Surviving Entity (the "Agreement of Merger"), a copy of which is attached hereto as Exhibit "A".
3. **Approval:** The Agreement of Merger was approved by (a) the shareholders of the Merging Corporation in accordance with the applicable provisions of the Florida Business Corporation Act, Florida Statutes, Chapter 607, and (b) the Members of the Surviving Entity in accordance with the Florida Limited Liability Act, Florida Statutes, Chapter 608.
4. **Effective Date:** The Merger shall become effective on October 29, 2010.

**SURVIVING ENTITY:**

**CENTRAL FLORIDA LANDCLEARING, LLC,**  
A Florida corporation

By: Joseph R. Newton  
Joseph R. Newton, Managing Member  
Manager/Member

By: Linda Newton  
Linda Newton  
Manager/Member

By: Joe R. Newton, Jr.  
Joe R. Newton, Jr.  
Manager/Member

**MERGING CORPORATION:**

**CENTRAL FLORIDA LANDCLEARING, INC.,**  
A Florida corporation

By: Joseph R. Newton  
Joseph R. Newton  
President

By: Linda Newton  
Linda Newton  
Secretary/Treasurer

By: Joe R. Newton, Jr.  
Joe R. Newton, Jr.  
Vice President

Exhibit "A"

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (the "Agreement") is made and entered into this 30<sup>th</sup> day of June, 2010, by and between CENTRAL FLORIDA LANDCLEARING, INC., a Florida corporation, with its principal office located at 2043 Notwen Lane, Oviedo, Florida 32765 (hereinafter referred to as the "Merging Corporation"), and CENTRAL FLORIDA LANDCLEARING, LLC, a Florida limited liability company, with its principal office located at 2043 Notwen Lane, Oviedo, Florida 32765 (hereinafter referred to as the "Surviving Entity").

WITNESSETH

WHEREAS, the Merging Corporation is a corporation duly organized and existing under and by virtue of the laws of the State of Florida;

WHEREAS, the Surviving Entity is a limited liability company duly organized and existing under and by virtue of the laws of the State of Florida, and

WHEREAS, pursuant to duly authorized action by their respective Board of Directors, the Shareholders, the Members and the Managing Members, as applicable, the Merging Corporation and the Surviving Entity have determined that they shall merge (the "Merger") upon the terms and conditions and in the manner set forth in this Agreement and in accordance with Section 608.438 of the Florida Limited Liability Company Act and Section 607.1108 of the Florida Business Corporation Act;

NOW THEREFORE, in consideration of the mutual premises herein contained, the Merging Corporation and the Surviving Entity hereby agree as follows:

1. Merger: The Merging Corporation and the Surviving Entity agree that the Merging Corporation shall be merged with and into the Surviving Entity, as a single and surviving entity, upon the terms and conditions set forth in this Agreement and that the Surviving Entity continue under the laws of the State of Florida as the Surviving Entity.
2. Effective Date of the Merger: The Merger shall be effective at 12:00 a.m. on October 29, 2010 (the "Effective Date").
3. Surviving Entity: On and after the Effective Date of the Merger:
  - (a) The Surviving Entity shall be the surviving entity, and shall continue to exist as a limited liability company under the laws of the State of Florida, with all of the rights and obligations of such Surviving Entity as are provided by the Florida Limited Liability Act.
  - (b) The Merging Corporation shall cease to exist, and its property shall become the property of the Surviving Entity as the surviving entity.

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TALLAHASSEE, FLORIDA

- (c) The Surviving Entity shall remain a member managed limited liability company. The names and addresses of the Manager/Members are:

JOSEPH R. NEWTON  
2043 Notwen Lane  
Oviedo, Florida 32765

LINDA NEWTON  
2043 Notwen Lane  
Oviedo, Florida 32765

JOE R. NEWTON, JR.  
370 E. 2<sup>nd</sup> Street  
Chuluota, Florida 32766

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TALLAHASSEE, FLORIDA

4. Terms and Conditions of Merger: The terms and conditions of the Merger are as follows:
- (a) Operating Agreement: The Operating Agreement of the Surviving Entity shall continue on and after the Effective Date as the Operating Agreement of the Surviving Entity.
5. Manner and Basis of Converting Shares to the Merging Corporation: The issued and outstanding shares and rights to acquire shares of the Merging Corporation shall be converted as follows:
- (a) Each and every share of common stock of the Merging Corporation and each right to acquire shares of common stock or other securities of the Merging Corporation shall be converted into and exchanged for a Membership Unit in the Surviving Entity and all shares of common stock and each right to acquire shares of common stock or other securities of the Merging Corporation shall be cancelled and no longer be issued or outstanding.
  - (b) The Members of the Surviving Entity shall remain the Members of the Surviving Entity.
6. Approval: The Merger contemplated by this Agreement has previously been submitted to and approved by the respective Board of Directors, Shareholders, Members and Managing Members, as the case may be, of the Merging Corporation and the Surviving Entity. Subsequent to the execution of this Agreement by the fully authorized officers and Managing Members of the Merging Corporation and the Surviving Entity, such officers of the Merging Corporation and the Surviving Entity shall, and are hereby authorized and directed to, perform all such further acts and execute and deliver to the proper authorities for filing all documents, as the same may be necessary or proper to render effective the Merger contemplated by this Agreement.



7. Miscellaneous.

- (a) Governing Law: This Agreement shall be construed in accordance with the laws of the State of Florida.
- (b) Third Party Beneficiaries. The terms and conditions of this Agreement are solely for the benefit of the parties hereto and the Shareholders of the Merging Corporation and the Members of the Surviving Entity, and no person not a party to this Agreement shall have any rights or benefits whatsoever under this Agreement, either as a third party beneficiary or otherwise.
- (c) Complete Agreement. This Agreement constitutes the complete agreement between the parties and incorporates all prior agreements and representations in regard to the matters set forth herein and it may not be amended, changed or modified except by a writing signed by the party to be charged by said amendment, change or modification.

IN WITNESS WHEREOF, Central Florida Landclearing, Inc., and Central Florida Landclearing, LLC, have caused this Agreement to be executed by their duly authorized officers as of the date first above written.

Dated: October 29, 2010.

**CENTRAL FLORIDA LANDCLEARING, LLC.,**  
a Florida limited liability company:

By: Joseph R. Newton  
Joseph R. Newton, Managing Member  
Manager/Member

By: Linda Newton  
Linda Newton  
Manager/Member

By: Joe R. Newton, Jr.  
Joe R. Newton, Jr.  
Manager/Member

**CENTRAL FLORIDA LANDCLEARING, INC.,**  
a Florida corporation:

By: Joseph R. Newton  
Joseph R. Newton  
President

By: Linda Newton  
Linda Newton  
Secretary/Treasurer

By: Joe R. Newton, Jr.  
Joe R. Newton, Jr.  
Vice President

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10 SEP 14 AM 8:02  
SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**CONSENT TO ACTION IN LIEU OF A JOINT MEETING  
OF BOARD OF DIRECTORS AND  
SHAREHOLDERS OF CENTRAL FLORIDA LANDCLEARING, INC.**

The undersigned, constituting all of the members of the Board of Directors and all of the Shareholders of CENTRAL FLORIDA LANDCLEARING, INC., a Florida corporation, (the "Corporation"), hereby unanimously consent to the action taken as set forth in the following resolutions:

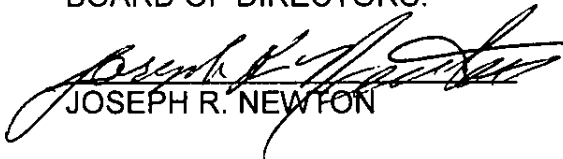
RESOLVED, that the Corporation merge with CENTRAL FLORIDA LANDCLEARING, LLC, under the terms and conditions of the Agreement and Plan of Merger, copy of which is attached hereto, and it is further

RESOLVED, that JOSEPH R. NEWTON, as President, LINDA NEWTON as Secretary/Treasurer, and JOE R. NEWTON, JR., as Vice President, are hereby authorized to execute and deliver all of the documents they deem reasonably necessary to consummate the merger.

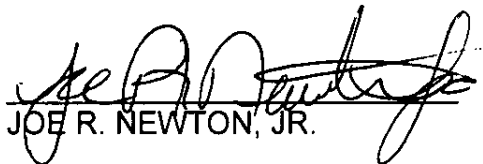
This signing of this consent by the undersigned shall constitute full ratification of the action taken as set forth in the foregoing resolutions.

Consent dated Aug. 20, 2010.

BOARD OF DIRECTORS:

  
JOSEPH R. NEWTON

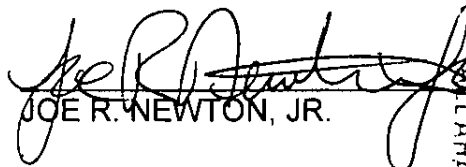
  
LINDA NEWTON

  
JOE R. NEWTON, JR.

SHAREHOLDERS:

  
JOSEPH R. NEWTON

  
LINDA NEWTON

  
JOE R. NEWTON, JR.

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10 SEP 14 AM 8:02  
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TALLAHASSEE, FLORIDA

**CONSENT TO ACTION IN LIEU OF A JOINT MEETING  
OF THE MEMBERS AND THE MANAGING MEMBERS OF  
CENTRAL FLORIDA LANDCLEARING, LLC**

The undersigned, constituting all of the members and managing members of CENTRAL FLORIDA LANDCLEARING, LLC, a Florida limited liability company, (the "Company"), hereby unanimously consent to the action taken as set forth in the following resolutions:



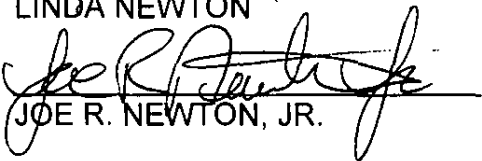
RESOLVED, that the Company merge with CENTRAL FLORIDA LANDCLEARING, INC. under the terms and conditions of the Agreement and Plan of Merger, copy of which is attached hereto, and it is further

RESOLVED, that JOSEPH R. NEWTON, as a Manager/Member, LINDA NEWTON, as a Manager/Member, and JOE R. NEWTON, JR., as a Manager/Member, are hereby authorized to execute and deliver all of the documents they deem reasonably necessary to consummate the merger.



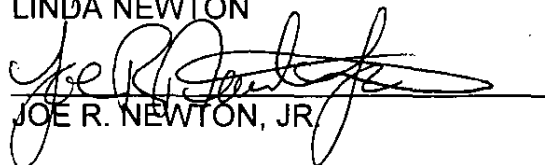
This signing of this consent by the undersigned shall constitute full ratification of the action taken as set forth in the foregoing resolutions.

Consent dated: Aug. 20, 2010.

MANAGING MEMBERS:

  
JOSEPH R. NEWTON  
  
LINDA NEWTON  
  
JOE R. NEWTON, JR.

MEMBERS:

  
JOSEPH R. NEWTON  
  
LINDA NEWTON  
  
JOE R. NEWTON, JR.

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