

L10000094419

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

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To:

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

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Account Name : HILL WARD HENDERSON
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MERGER OR SHARE EXCHANGE

Tree Swallow Partners, LLC

Certificate of Status	1
Certified Copy	1
Page Count	06
Estimated Charge	\$67.50

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13 JUL 26 AM 8:15

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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

FILED
13 JUL 26 PM 1:52
TALLAHASSEE, FLORIDA

Ward
1/29/13

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Certificate of Merger
For
Florida Limited Liability Company

FILED
13 JUL 26 PM 1:53
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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>
New Central Partners, 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>
Tree Swallow Partners, 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.

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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. 48.181, F.S., are as follows:

Street address: _____

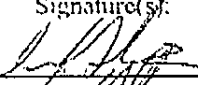

Mailing address: _____

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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.608.4351-608.43595, Florida Statutes.

NINTB: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
New Central Partners, LLC		Carl J. Strang, III
Tree Swallow Partners, LLC		Carl J. Strang, III

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>
New Central Partners, 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>
Tree Swallow Partners, LLC	Florida	Limited liability company

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

Subject to the terms and conditions of this Plan of Merger and in accordance with the Florida Limited Liability Company Act, effective upon filing the Certificate of Merger, New Central Partners, LLC, a Florida limited liability company, shall be merged with and into Tree Swallow Partners, LLC, a Florida limited liability company and sole member of New Central Partners, LLC, and the separate existence of New Central Partners, LLC shall cease to exist.

(Attach additional sheet if necessary)

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13 JUL 26 PM 1:53
CLERK OF DISTRICT COURT
TALLAHASSEE, FLORIDA

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

The outstanding membership interest of New Central Partners, LLC, by virtue of the merger, shall cease to exist and Tree Swallow Partners, LLC, as the sole member of New Central Partners, LLC, shall not receive as membership interests, other securities or other property.

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

All rights to acquire membership interests of New Central Partners, LLC, if any, by virtue of the merger, shall cease to exist.

(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:

The merger will have the effects specified in Section 608.4383 of the Florida Limited Liability Company Act.

(Attach additional sheet if necessary)

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