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(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

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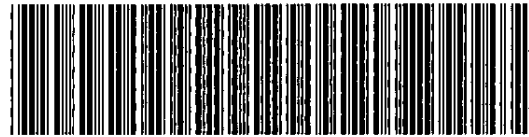
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

K. SALY
EXAMINER
DEC 16 2011

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: RPJSS, LLC, a Florida limited liability company

Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

David A. DeJarnett, Esq.

Contact Person

Bowles Rice McDavid Graff & Love LLP

Firm/Company

101 South Queen Street

Address

Martinsburg, WV 25401

City, State and Zip Code

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

For further information concerning this matter, please call:

Robert S. Kiss, Esq. - FL Bar No. 0401625
c/o David A. DeJarnett

Name of Contact Person

at (304)

263-0836

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

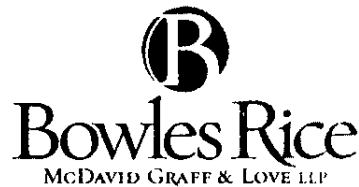
MAILING ADDRESS:

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Annette W. Jones
Telephone — (304) 347-1720
Facsimile — (304) 343-3058

December 14, 2011

E-Mail Address:
ajones@bowlesrice.com

Florida Department of State
Registration Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

FEDERAL EXPRESS

Re: RPJSS, LLC

Gentlemen:

Enclosed is a cover letter specifying where all correspondence concerning the above-referenced limited liability company should be returned. Also enclosed is a Certificate of Merger with an accompanying Agreement and Plan of Merger for filing. As instructed by your Registration Section, I have enclosed check number 219927 in the amount of \$50.00 (***\$25.00 for the Limited Liability Company and \$25.00 for each other Business Entity - Trust***), made payable to Florida Department of State, to cover the applicable filing fees.

Should you have any questions regarding the enclosed documents, please address them to the attorney listed on the enclosed cover letter. Thank you for your attention to this matter.

Very truly yours,

Annette W. Jones
Legal Secretary

/awj

Enclosures

cc: David A. DeJarnett, Esq. (w/encs.)

FILED
11 DEC 15 PM 4: 09
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>
RPJSS, LLC (#11000010912)	Florida	Limited Liability Company
Burgoon Real Estate Inter Vivos Trust Under Trust Agreement Dated 8/26/2011	West Virginia	Common Law Trust

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>
RPJSS, 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.

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: _____

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:
RPJSS, LLC		Richard R. Burgoon, Manager
Burgoon Real Estate Inter Vivos Trust Under Agreement Dated 8/26/2011		Richard R. Burgoon, Trustee

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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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>
RPJSS, LLC	Florida	Limited Liability Company
Burgoon Real Estate Inter Vivos Trust Under Agreement Dated <u>8/26/</u> 2011	West Virginia	Common Law Trust

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>
RPJSS, LLC	Florida	Limited Liability Company

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

See Attached Agreement and Plan of Merger.

(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:

See Attached Agreement and Plan of Merger.

(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:

See Attached Agreement and Plan of Merger.

(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:

See Attached Agreement and Plan of Merger.

(Attach additional sheet if necessary)

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

See Attached Agreement and Plan of Merger.

(Attach additional sheet if necessary)

**AGREEMENT AND PLAN OF MERGER OF
BURGOON REAL ESTATE INTER VIVOS TRUST
WITH RPJSS, LLC**

FILED
11 DEC 15 PM 4:09
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

THIS AGREEMENT AND PLAN OF MERGER ("Agreement"), is entered into as of this 26th day of August, 2011, by and between **RICHARD R. BURGOON**, as trustee of the **BURGOON REAL ESTATE INTER VIVOS TRUST**, an inter vivos trust organized under the laws of the State of West Virginia ("TRUST"), and **RPJSS, LLC**, a Florida limited liability company ("LLC").

WHEREAS, TRUST is an inter vivos trust created and existing under the laws of the State of West Virginia; and

WHEREAS, LLC is a limited liability company organized and existing under the laws of the State of Florida, with its principal place of business at 17825 79th Street, Fellsmere, Florida, 32948; and

WHEREAS, LLC desires to merge with TRUST (the "Merger"); and

WHEREAS, Florida Code § 608.428(2) permits the merger of a Florida limited liability company with another business entity, including a common law trust.

NOW, THEREFORE, for and in consideration of the premises and the representations, warranties, covenants and agreements contained herein, LLC and TRUST do represent, warrant, covenant, and agree as follows:

- i. Parties to Merger and Surviving Company. LLC shall merge with TRUST pursuant to the laws of the State of Florida. After the consummation of the Merger, LLC will be the surviving entity. The type of organization of the surviving entity is a Florida limited liability company. The name of the surviving entity is RPJSS, LLC, and its principal place of business will be located at 17825 79th Street, Fellsmere, Florida 32948.
- ii. Effective Date of Merger. The Merger shall become effective as of the date of filing of the Certificate of Merger (the "Effective Date"):
 - a. This Agreement has been approved by the Member of LLC and the Trustee of TRUST.
 - b. All conditions precedent to each party's duties of performance under this Agreement exist or have occurred, unless waived in writing; and
 - c. No event giving either party the right to terminate this Agreement has occurred.
- iii. Effect of the Merger. Upon consummation, the Merger shall have the following effects:

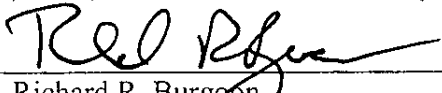
- a. LLC, as the surviving entity, shall possess all the rights, privileges, immunities and franchises of both LLC and TRUST.
 - b. All property, real, personal, and mixed, and all debts due in whatever amount, and all choses in action, and all and every other interest belonging to or due TRUST (the "Property"), shall be taken and deemed to be transferred to and invested in LLC without further act or deed; and the title to any real estate, or any interest therein, vested in TRUST shall not revert nor be in any way impaired by reason of the Merger.
 - c. LLC, as the surviving entity, shall be responsible and liable for all the liabilities and obligations of TRUST and neither the rights of creditors nor liens upon the property of LLC and TRUST shall be impaired by the Merger.
- iv. Conversion of Units and Beneficial Interests. The manner of converting the interests of LLC in TRUST to limited liability company interests of LLC shall be as follows:

Immediately prior to the effective date, LLC holds all beneficial interests in TRUST. Immediately after the effective date, TRUST will not exist and, by operation of Florida Code § 608.4383 all property formerly owned by TRUST will be vested in LLC, effectively converting its beneficial interests in TRUST to ownership interests of LLC.

IN WITNESS WHEREOF, LLC and TRUST have caused this Agreement to be executed and their seals affixed by their representatives hereunto duly authorized.

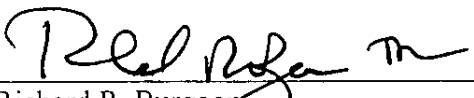
Date: 8-26-11

RPJSS, LLC, a Florida limited liability company

By: 
 Richard R. Burgoon
 Its: Manager

Date: 8-26-11

BURGOON REAL ESTATE INTER VIVOS TRUST

By: 
 Richard R. Burgoon
 Its: Trustee