

L11000035791

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13 AUG 28 PM 4:23

FILED
13 AUG 28 AM 8:43
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

C. LEWIS
AUG 29 2013
EXAMINER



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 780609 10234A

AUTHORIZATION :

COST LIMIT : \$ 75.00

ORDER DATE : August 28, 2013

ORDER TIME : 3:33 PM

ORDER NO. : 780609-005

CUSTOMER NO: 10234A

ARTICLES OF MERGER

HEATER HOLDINGS, LLC

INTO

DARK HAMMOCK TURTLES, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

____ CERTIFIED COPY
XX PLAIN STAMPED COPY

CONTACT PERSON: Susie Knight

EXAMINER'S INITIALS: _____

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CERTIFICATE OF MERGER
between
DARK HAMMOCK TURTLES, LLC
and
HEATER HOLDINGS, LLC
and
HEATER PROPERTIES, LLC

13 AUG 28 AM 8:43

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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The undersigned, being the managers of DARK HAMMOCK TURTLES, LLC, a Florida limited liability company, HEATER HOLDINGS, LLC, a Florida limited liability company, and HEATER PROPERTIES, LLC, a Florida limited liability company, hereby execute this Certificate of Merger, which shall be filed in the office of the Florida Department of State.

Plan of Merger

A copy of the Plan of Merger is attached as Exhibit "A". The surviving business entity of the merger shall be DARK HAMMOCK TURTLES, LLC.

Approval

1. The Plan of Merger was adopted by DARK HAMMOCK TURTLES, LLC, at a meeting of its members held on August 28, 2013. The number of votes cast in favor of the Plan of Merger was sufficient for approval in that the vote was unanimous for approval.

2. The Plan of Merger was adopted by HEATER HOLDINGS, LLC, at a meeting of its members held on August 28, 2013. The number of votes cast in favor of the Plan of Merger was sufficient for approval in that the vote was unanimous for approval.

3. The Plan of Merger was adopted by HEATER PROPERTIES, LLC, at a meeting of its members held on August 28, 2013. The number of votes cast in favor of the Plan of Merger was sufficient for approval in that the vote was unanimous for approval.

Effective Date

The merger shall be effective on the date of filing of this Certificate of Merger by the Florida Department of State.

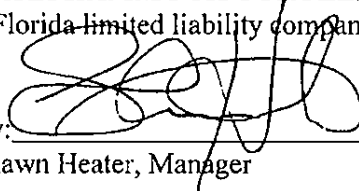
FILED

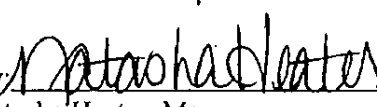
13 AUG 28 AM 8:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

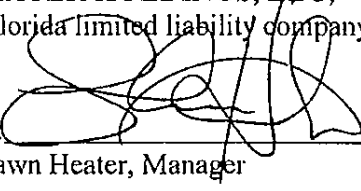
IN WITNESS WHEREOF, the undersigned have executed this Certificate of Incorporation on August 28, 2013.

DARK HAMMOCK TURTLES, LLC,
a Florida limited liability company

By: 
Shawn Heater, Manager

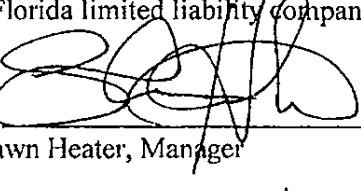
By: 
Natasha Heater, Manager

HEATER HOLDINGS, LLC,
a Florida limited liability company

By: 
Shawn Heater, Manager

By: 
Natasha Heater, Manager

HEATER PROPERTIES, LLC,
A Florida limited liability company

By: 
Shawn Heater, Manager

By: 
Natasha Heater, Manager

FILED

**PLAN OF MERGER
OF
DARK HAMMOCK TURTLES, LLC
AND
HEATER HOLDINGS, LLC
AND
HEATER PROPERTIES, LLC**

13 AUG 28 AM 8:44

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

This is a Plan of Merger between DARK HAMMOCK TURTLES, LLC, a Florida limited liability company, and HEATER HOLDINGS, LLC, a Florida limited liability company, and HEATER PROPERTIES, LLC, a Florida limited liability company.

**ARTICLE I
Constituent Business Entities**

The names of each constituent business entity are:

DARK HAMMOCK TURTLES, LLC, a Florida limited liability company, and
HEATER HOLDINGS, LLC, a Florida limited liability company, and
HEATER PROPERTIES, LLC, a Florida limited liability company.

**ARTICLE II
Merger**

Pursuant to sections 608.438 and 608.4381, Florida Statutes, HEATER HOLDINGS, LLC and HEATER PROPERTIES, LLC, shall be merged into DARK HAMMOCK TURTLES, LLC.

**ARTICLE III
Surviving Business Entity**

DARK HAMMOCK TURTLES, LLC, shall be the surviving business entity of the merger.

**ARTICLE IV
Articles Of Organization of Surviving Business Entity**

The articles of organization of DARK HAMMOCK TURTLES, LLC, in effect immediately prior to the merger, shall not be changed by the merger and shall continue to be its articles of organization subsequent to the merger.

ARTICLE V
Managers and Members of Surviving Business Entity

The managers of DARK HAMMOCK TURTLES, LLC, immediately prior to the merger shall continue to be the managers immediately following the merger. The individual member of DARK HAMMOCK TURTLES, LLC, shall continue and the members of HEATER HOLDINGS, LLC, shall become additional members of DARK HAMMOCK TURTLES, LLC.

ARTICLE VI
Surrender of Limited Liability Company Members' Units of Ownership

The members of HEATER HOLDINGS, LLC and HEATER PROPERTIES, LLC shall surrender all their units of membership for cancellation.

ARTICLE VII
Assets and Liabilities

A. On the effective date of the merger:

1. The separate existence of HEATER HOLDINGS, LLC, and HEATER PROPERTIES, LLC, shall cease and DARK HAMMOCK TURTLES, LLC, shall, without further action, possess all of the rights and privileges of both of the other limited liability companies existing immediately preceding the merger; and

2. All assets of any nature of HEATER HOLDINGS, LLC, and HEATER PROPERTIES, LLC, shall, without further action, be vested in DARK HAMMOCK TURTLES, LLC, immediately following the merger.

B. Following the merger:

1. DARK HAMMOCK TURTLES, LLC, shall be responsible for all liabilities and obligations of HEATER HOLDINGS, LLC, and HEATER PROPERTIES, LLC.

2. Any claim existing or action or proceeding pending against HEATER HOLDINGS, LLC, or HEATER PROPERTIES, LLC, or both, may be continued as if the merger did not occur or DARK HAMMOCK TURTLES, LLC, may be substituted for either or both HEATER HOLDINGS, LLC, or HEATER PROPERTIES, LLC, in any such proceeding. Neither the rights of creditors of nor any liens upon the property of HEATER HOLDINGS, LLC, or HEATER PROPERTIES, LLC, shall be impaired by the merger.

ARTICLE VIII
Effective Date of Merger

The merger shall be effective upon the filing by the Florida Department of State of Certificate of Merger.

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13 AUG 28 AM 8:44


SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLE IX
Abandonment of Plan of Merger

Notwithstanding anything to the contrary herein contained, this plan of merger may be terminated and abandoned by the manager and members of DARK HAMMOCK TURTLES, LLC, or the manager and members of HEATER PROPERTIES, LLC, or the board of managers and members of HEATER HOLDINGS, LLC, at any time prior to the filing of Certificate of Merger.

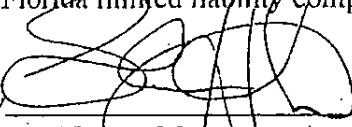
IN WITNESS WHEREOF, this Plan of Merger has been executed by the undersigned managers and members of DARK HAMMOCK TURTLES, LLC, HEATER HOLDINGS, LLC, and HEATER PROPERTIES, LLC, on August 28, 2013.

WITNESSES:



As to all parties


As to all parties

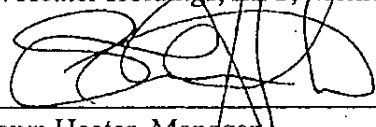
DARK HAMMOCK TURTLES, LLC
A Florida limited liability company

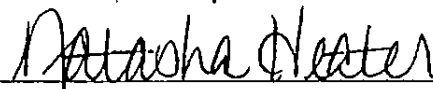
By 
Shawn Heater, Manager

By 
Natasha Heater, Manager

By 
Elaine Demerce, Trustee of the Elaine Demerce
Revocable Trust, Member (25%)

By: Heater Holdings, LLC, Member (75%)

By 
Shawn Heater, Manager

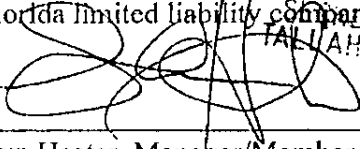
By 
Natasha Heater, Manager

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HEATER HOLDINGS, LLC

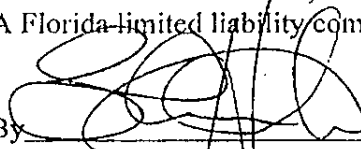
A Florida limited liability company
TALLAHASSEE, FLORIDA

By 
Shawn Heater, Manager/Member (50%)

By 
Natasha Heater, Manager/Member (50%)

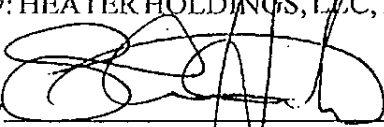
HEATER PROPERTIES, LLC

A Florida limited liability company

By 
Shawn Heater, Manager

By 
Natasha Heater, Manager

By: HEATER HOLDINGS, LLC, Member (100%)

By 
Shawn Heater, Manager

By 
Natasha Heater, Manager