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**MERGER OR SHARE EXCHANGE
ROSEWOOD GLEN, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$50.00

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AUG 12 2011

EXAMINER

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CERTIFICATE OF MERGER

ROSEWOOD GLEN LTD., LLC, a New Hampshire limited liability company
with and into **ROSEWOOD GLEN, LLC**, a Florida limited liability company

The following Certificate of Merger is submitted to merge the following limited liability companies in accordance with Section 608.4382, Florida Statutes. **ROSEWOOD GLEN LTD., LLC**, a New Hampshire limited liability company and **ROSEWOOD GLEN, LLC**, a Florida limited liability company submit the following Certificate of Merger:

1. The name and jurisdiction for each merging party are as follows:

ROSEWOOD GLEN LTD., LLC, a New Hampshire limited liability company
Business ID: 273682

ROSEWOOD GLEN, LLC, a Florida limited liability company
Document No: L11000092244

2. The exact name and jurisdiction of the surviving party is as follows:

ROSEWOOD GLEN, LLC, a Florida limited liability company
Document No: L11000092244

3. The attached Plan of Merger was approved by each limited liability company that is a party to the merger in accordance with the applicable provisions of Chapter 608, 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 under which such other business entity is organized.

IN WITNESS WHEREOF, the parties hereto have caused the Certificate of Merger to be executed the 12 day of August, 2011.

ROSEWOOD GLEN LTD., LLC,
a New Hampshire limited liability company

By: Virginia N. Robitaille
Virginia N. Robitaille, Manager

ROSEWOOD GLEN, LLC,
a Florida limited liability company

By: Virginia N. Robitaille
Virginia N. Robitaille, Manager

Timothy L. Flanagan, Esq.
Purcell, Flanagan & Hay
1548 Lancaster Terrace
Jacksonville, Florida 32204
(904) 355-0355
Fla. Bar No.: 335223

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PLAN OF MERGER

This PLAN OF MERGER is entered into by and between ROSEWOOD GLEN LTD., LLC, a New Hampshire limited liability company and ROSEWOOD GLEN, LLC, a Florida limited liability company on the 12 day of August, 2011.

RECITALS:

A. **ROSEWOOD GLEN LTD., LLC**, a New Hampshire limited liability company (Business ID: 273682) and formed on June 23, 1997 (the "Merging Company").

B. **ROSEWOOD GLEN, LLC**, a Florida limited liability company (Document No. LI1000092244 and formed on August 10, 2011 (the "Surviving Company").

C. The voting members of the Merging Company deem it advisable to merge with and into the Surviving Company, **ROSEWOOD GLEN, LLC**, a Florida limited liability company, pursuant to this Plan, and pursuant to the applicable provisions of the laws of the State of Florida.

PLAN

1. Merger into Florida limited liability company. At the effective date of merger, the Merging Company shall cease to be a New Hampshire limited liability company, and shall become a Florida limited liability company. The "Effective Date of Merger" shall be the date on which the Certificate of Merger, substantially in the form attached hereto as Exhibit "A", and incorporated herein by reference for all purposes, is filed in the office of the Florida Secretary of State, after satisfaction of the respective requirements of the applicable laws of said states prerequisite to such filings.

2. Continued Existence. Following the merger, **ROSEWOOD GLEN, LLC** shall be a limited liability company duly formed and in existence pursuant to the laws of the State of Florida.

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The Articles of Organization of **ROSEWOOD GLEN, LLC**, as filed with the Florida Secretary of State, is attached hereto as Exhibit "B" and incorporated herein by reference.

3. Governing Law. At all times during and after the Merger, **ROSEWOOD GLEN, LLC** shall be governed by the laws of the State of Florida, and by the terms of the Articles of Organization.

4. Conversion of Membership Units. The manner and basis of converting the membership units of the Merging Company, into Membership Units of the Surviving Company, shall be on a one-for-one basis. As soon as practicable after the Effective Date of Merger, the membership units of **ROSEWOOD GLEN LTD., LLC**, a New Hampshire limited liability company, shall be surrendered to **ROSEWOOD GLEN, LLC**, a Florida limited liability company, for exchange. Upon receipt of the membership units of the Merging Company, the Surviving Company, **ROSEWOOD GLEN, LLC**, a Florida limited liability company shall issue to each exchanging member an equal amount representing the membership units of **ROSEWOOD GLEN LTD., LLC**, a New Hampshire limited liability company.

5. Effect of Merger. At the Effective Date of Merger, **ROSEWOOD GLEN, LLC**, a Florida limited liability company, shall succeed to, without other transfer, and shall possess and enjoy all rights, privileges, immunities, powers, and franchises both of a public and private nature, and be subject to all the restrictions, disabilities, and duties of **ROSEWOOD GLEN LTD., LLC**, a New Hampshire limited liability company, and shall own all property, real, personal and mixed, and shall be obligated for all prior debts of the Merging Company, on whatever account, and all rights of creditors and all liens upon any property of Merging Company shall be preserved unimpaired, and all debts, liabilities, and duties of the Merging Company shall attach to the Surviving Company, **ROSEWOOD GLEN, LLC**, a Florida limited liability company, and

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may be enforced against it. No member shall, as a result of the merger, become personally liable for the liabilities or obligations of the converted entity.

6. Accounting Matters. The assets and liabilities of the Merging Company, as of the Effective Date of Merger, shall be recorded on the books of the Surviving Company, in the amounts at which they were carried at the time on the books of the Merging Company.

7. Approval of Voting Members; Filing Certificate of Merger. The Plan was submitted to the voting members of ROSEWOOD GLEN LTD., LLC, a New Hampshire limited liability company. The Plan was adopted by the voting members. The Certificate of Merger in substantially the form attached hereto as Exhibit "A" shall be signed and delivered to the Florida Secretary of State pursuant to the Florida Statutes. The New Hampshire Certificate of Merger, in substantially the form attached hereto as Exhibit "C" shall be signed and delivered to the New Hampshire Secretary of State, pursuant to New Hampshire Statutes.

9. Construction. The captions and sections of this Plan are for convenience of reference only and shall not affect the meaning or construction of any of the terms or provisions of this Plan.

10. Governing Law. To the extent not otherwise stated, this Plan shall be governed by and construed in accordance with the laws of the States of Florida and New Hampshire, as applicable.

IN WITNESS WHEREOF, the parties hereto have caused this Plan of Merger to be executed effective as of the date first above written.

ROSEWOOD GLEN LTD., LLC,
a New Hampshire limited liability company

By: Virginia N. Robitaille
Virginia N. Robitaille, Manager

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ROSEWOOD GLEN, LLC
a Florida limited liability company

By: Virginia N. Robitaille
Virginia N. Robitaille, Manager