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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

TOMMY D. PERMENTER, JR.

*ALSO ADMITTED IN SC



BELLWETHER PROFESSIONAL PARK
2201 S.E. 30TH AVENUE, SUITE 202
OCALA, FLORIDA 34471

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January 3, 2012

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

VIA FEDERAL EXPRESS

Re: Loggerhead Key, LLC (Surviving Party)
A Real Family Limited Partnership (Merging Party)
Merger

Ladies and Gentlemen:

Enclosed please find the following for filing in connection with the Merger referenced above:

1. Certificate of Merger and Plan of Merger of A Real Family Limited Partnership, an Indiana limited partnership into Loggerhead Key, LLC, a Florida limited liability company.
2. My firm's check in the amount of \$107.50 representing the filing fees for each merging and surviving party, as well as a certified copy fee.

Thank you for your assistance with this matter. If you have any questions, please do not hesitate to contact my office.

Sincerely,

THE PERMENTER LAW FIRM, P.A.

Tommy D. Permenter, Jr.

TDP/am
Enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Loggerhead Key, LLC

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Tommy D. Permenter, Jr., Esq.

Contact Person

The Permenter Law Firm, P.A.

Firm/Company

2201 S.E. 30th Avenue, Suite 202

Address

Ocala, Florida 34471

City, State and Zip Code

tommy@permenterlaw.com

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

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For further information concerning this matter, please call:

Tommy D. Permenter, Jr., Esq.

Name of Contact Person

at (352)

622-1811

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:

Registration Section
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

**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>
A Real Family Limited	Indiana	Limited Partnership
Partnership		

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JANUARY 5, 2012
CLERK OF DISTRICT COURT
JANUARY 5, 2012

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>
Loggerhead Key, LLC	Florida	Limited Liability Co.

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, which such members are entitles 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.

NINTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
A Real Family Limited Partnership	<i>Betty H. Gross</i>	Betty H. Gross
Loggerhead Key, LLC	<i>Betty H. Gross</i>	Betty H. Gross

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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

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>
A Real Family Limited	Indiana	Limited Partnership
Partnership		

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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>
Loggerhead Key, LLC	Citrus County, Florida	Limited Liability Co.

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

The partners of the merging limited partnership have agreed to transfer all of their
respective partnership interests in, and assets and liabilities of, the limited
partnership to the surviving limited liability company. On the effective date of
this merger, the merging limited partnership will cease to exist. There will be no
changes to the Articles of Organization of the surviving limited liability company
as a result of this 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:

Upon the effective date of this merger, each partner's partnership interest in the
merging limited partnership shall be relinquished. No partnership interests in the
merging limited partnership shall be converted into membership interests in the
surviving limited liability company as the partners of the limited partnership
already own the exact membership interest percentages in the surviving limited
liability company as their partnership interest percentages in the merging limited
partnership.

(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:

There shall be no rights in this merger to acquire an interest in the surviving
limited liability company as the partners of the merging limited partnership already
own the the exact membership interest percentages in the surviving limited liability
company as their partnership interest percentages in the merging limited
partnership.

(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:

The names and business addresses of the Managers of the surviving

limited liability company are as follows:

George H. Gross

Betty H. Gross

101 S.E. Valare Lane

101 S.E. Valare Lane

Crystal River, FL 34429

Crystal River, FL 34429

(Attach additional sheet if necessary)

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

(Attach additional sheet if necessary)

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