

Division of Corporations

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Florida Department of State
Division of Corporations
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**MERGER OR SHARE EXCHANGE
CG Damian Properties, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	05
Estimated Charge	\$50.00

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**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>
DF Properties	Pennsylvania	General Partnership
CG Damian Properties, 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>
CG Damian Properties, 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 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:

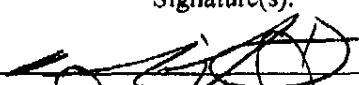
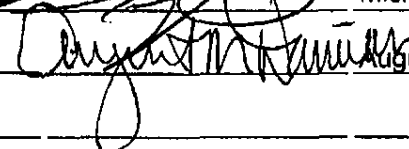
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: _____

Mailing address: _____

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:
DF Properties		Michael C. Damian
CG Damian Properties, LLC		August M. Damian

Corporations:	Chairman, Vice Chairman, President or Officer <i>(If no directors selected, signature of incorporator.)</i>
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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AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER is made this 29th day of Dec. 2011, by and between **DF Properties**, a general partnership formed and existing under the laws of the State of Pennsylvania (hereinafter referred to as the "Merging Partnership") and **CG Damian Properties, LLC**, a limited liability company organized and existing under the laws of the State of Florida (hereinafter referred to as the "Company").

WHEREAS, the general partners of the Merging Partnership deem it advisable and generally in the best interests of the respective parties that the parties effect a merger (the "Merger") pursuant to the applicable laws, with the Company being the surviving entity.

NOW, THEREFORE, in consideration of the premises and of the mutual agreements herein contained, and of the mutual benefits hereby provided, the sufficiency of which is hereby acknowledged, it is agreed by and between the parties hereto as follows:

1. **Merger.** At the Effective Time (as defined in Section 5 hereof), Merging Partnership will be merged with and into the Company in a statutory merger pursuant to this Agreement and Plan of Merger and in accordance with applicable provisions of Florida and Pennsylvania law.

2. **Effect of Merger.** At the Effective time, (a) the separate existence of the Merging Partnership shall cease and the Merging Partnership shall be merged with and into the surviving Company and the surviving Company, a Florida limited liability company, will be the surviving entity pursuant to the terms of the Articles of Merger; (b) the Certificate of Organization and Operating Agreement of the surviving Company, as in effect immediately prior to the Effective Time, shall be the Certificate of Organization and Operating Agreement of the surviving entity until duly amended in accordance with their terms and applicable law; (c) the Managers of the Company shall be the Managers of the surviving Company as the surviving entity; and (d) the Merger shall have all of the effects provided by applicable law.

3. **Filing.** The Company shall promptly cause Articles of Merger in form and substance satisfactory to each party hereto and its respective counsel to be executed and filed with the office of the Secretary of State of the State of Florida, and the Company and Merging Partnership shall promptly cause Articles of Merger in form and substance satisfactory to each party hereto and its respective counsel to be executed and filed with the office of the Secretary of State of the State of Pennsylvania if ever determined to be necessary.

4. **Conduct of the Merging Partnership and the Company.** Until the Effective Time each of Merging Partnership and the surviving Company shall continue to conduct its business without material change and shall not make any distribution or other disposition of assets, capital or surplus, except in the ordinary course of business or with the consent of the other.

5. **Effective Time.** The merger shall be effective on the date of filing with the State of Florida (the "Effective Date").

6. **Rights and Liabilities of Merging Partnership.** At and after the Effective Time, without further act or deed, all of the rights, privileges and powers, and all of the property, real, personal and mixed of, and all debts due to Merging Partnership, as well as all of the things and causes of action belonging to Merging Partnership shall be the property of the surviving Company as they were the property of Merging Partnership, and the title to any real estate

vested by deed or otherwise in Merging Partnership shall not revert or be in any way impaired by reason of the Merger; all rights of creditors and all liens upon any property of any of the parties hereto shall be preserved unimpaired, and all debts, liabilities, and duties of the respective parties hereto shall thenceforth attach to the surviving Company and may be enforced against it to the same extent as if such debts, liabilities, and duties had been incurred or contracted by it.

7. Further Assurances. If, at any time after the Effective Time, the surviving Company shall consider or be advised that any further deeds, assignments or assurances in law or any other actions are necessary, desirable or proper to vest, perfect or confirm of record or otherwise, in it, the title to any property or rights of Merging Partnership and the surviving Company acquired or to be acquired by reason of, or as a result of, the Merger, Merging Partnership and the Company agree that such entities and their proper partners and managers shall execute and deliver all such proper deeds, assignments and assurances in law and do all things necessary, desirable or proper to vest, perfect or confirm title to such property or rights in the Company and otherwise to carry out the purpose of this Agreement and Plan of Merger, and that the proper managers of the Company are fully authorized and directed in the name of the Merging Partnership and the Company or otherwise to take any and all such actions.

8. Governing Law. This Agreement and Plan of Merger shall be governed by, and construed in accordance with; the laws of the State of Florida, without regard to any applicable conflicts of law.

9. Termination. This Agreement and Plan of Merger may be executed in counterparts, all of which shall be considered one and the same agreement and shall become effective when one or more counterparts have been signed by each party and delivered to the other party, it being understood that both parties need not sign the same counterpart.

IN WITNESS WHEREOF, the parties have executed and delivered this Agreement and Plan of Merger this 29th day of DEC., 2011.

CG Damian Properties, LLC, a Florida limited liability company

By: [Signature]
Name: Michael Damian Manager

DF Properties., a Pennsylvania general partnership

By: [Signature]
Name: Michael C. Damian, general partner

By: [Signature]
Name: August M. Damian, general partner

By: [Signature]
Name: Michelle Severe, general partner

By: [Signature]
Name: Kristen M. Stanton, general partner

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