

L12000037498

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TALLAHASSEE, FLORIDA

B. BOSTICK
AUG - 5 2013
EXAMINER

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: ABL HOMES 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:

J. Coleman Prewitt

Contact Person

Firm/Company

411 N New River Drive #2903

Address

Fort Lauderdale, FL 33301

City, State and Zip Code

cprewitt@sbsite.com

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

For further information concerning this matter, please call:

J. Coleman Prewitt

Name of Contact Person

at (**954**) **614-9942**

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

STREET ADDRESS:

Amendment Section
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

MAILING ADDRESS:

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

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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>
ABL HOMES LLC	FL	LLC L12000037498
WPB GARDEN HOMES, LLC	FL	LLC L13000029504

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>
ABL HOMES LLC	FL	LLC L12000037498

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.

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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:

N/A

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:

N/A

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: N/A

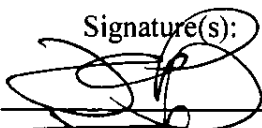

Mailing address:

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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:
ABL HOMES LLC		J. Coleman Prewitt
WPB GARDEN HOMES, LLC		J. Coleman Prewitt
_____	_____	_____
_____	_____	_____

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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EXHIBIT A

PLAN OF MERGER

The following plan of merger is submitted in accordance with Section 608.4382, Florida Statutes.

1. The name and jurisdiction of the **surviving** limited liability company:

<u>Name</u>	<u>Jurisdiction</u>
ABL HOMES LLC	Florida

2. The name and jurisdiction of the **merging** limited liability company:

<u>Name</u>	<u>Jurisdiction</u>
WPB GARDEN HOMES, LLC	Florida
ABL HOMES LLC	<u>FLORIDA</u>

3. J. Coleman Prewitt owns one hundred percent (100%) of the membership interest of the surviving limited liability company. J. Coleman Prewitt owns one hundred percent (100%) of the membership interest of the merging limited liability company.

4. On the effective date of the merger, each of the membership interest of the merging limited liability company, and all rights in respect thereof, shall be canceled.

5. Other provisions relating to the merger are as follows:

(A) **Assumption of Assets.** All property, rights, privileges, powers, trademarks, licenses, registrations and other assets of every kind and description of the merging limited liability company shall be transferred to and vested in the surviving limited liability company without further act or deed, and all property (including real, personal and intellectual) of the merging limited liability company shall be the property of the surviving limited liability company.

(B) **Assumption of Obligations.** All obligations of the merging limited liability company shall become obligations of the surviving limited liability company.

(C) **Effective Date.** The merger shall become effective upon the filing of this Plan of Merger by the Florida Department of State (the "Effective Date").

(D) **Member Approval.** The Member of the surviving limited liability company and the merging limited liability company has approved this Plan of Merger and the filing of the Certificate of Merger and all other documents or certificates required to be filed with the Florida Department of State, each by Written Consent dated April 1, 2013.

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(E) Articles of Organization. The Articles of Organization shall continue to be the Articles of Organization of said surviving limited liability company until further amended and changed in accordance with the provisions of the Florida Limited Liability Act.

(F) Operating Agreement. The Operating Agreement of the surviving limited liability company in effect currently and at and as of the Effective Date will remain the Operating Agreement of the surviving limited liability company without any modification or amendment in the merger.

(G) Officers and Directors. The directors and officers of the surviving limited liability company shall be those persons who were the members of the Board of Directors and the officers, respectively, of the surviving limited liability company immediately prior to the Effective Date and shall remain the directors and officers of the surviving limited liability company until their successors shall have been duly elected and qualified.

(H) Required Actions. ABL Homes LLC shall take, or cause to be taken, all action required or advisable under the laws of the State of Florida to consummate and make effective the intent of this Plan of Merger.

(I) Dissenters' Rights. Because the merging limited liability company has one member, there will not be dissenters' rights in connection with the merger.

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