

Florida Department of State
Division of Corporations
Electronic Filing Cover Sheet

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

((H12000204263 3)))



H120002042633ABCU

Note: DO NOT hit the REFRESH/RELOAD button on your browser from this page.
Doing so will generate another cover sheet.

To: Division of Corporations
Fax Number : (850) 617-6380

From: Account Name : C T CORPORATION SYSTEM
Account Number : FCA000000023
Phone : (850) 222-1092
Fax Number : (850) 878-5368

AUG 15 2012

L. SELLERS

Enter the email address for this business entity to be used for future annual report mailings. Enter only one email address please.

Email Address: _____

MERGER OR SHARE EXCHANGE
SEELEY INVESTMENTS FLORIDA, LLC

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

FILED
12 AUG 14 AM 4:08
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Electronic Filing Menu

Corporate Filing Menu

Help

**Certificate of Merger
For
Florida Limited Liability Company**

The following Certificate of Merger is submitted to merge a Connecticut limited liability company into the following Florida Limited Liability Company 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>
SEELEY INVESTMENT, LLC	Connecticut	Limited liability company
SEELEY INVESTMENTS FLORIDA, 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>
SEELEY INVESTMENTS FLORIDA, 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: August 14, 2012.

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 entitled under ss. 608.4351-608.4359S, 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 - N/A

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.

(The next page is the signature page.)

FILED

12 AUG 14 AM 4:08

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

NINTH: Signatures for each party:

Name of entity:

SEELEY INVESTMENT, LLC
A Connecticut limited liability
company

Signature:

By:


Raynor M. Seeley, Jr.
Sole Manager

Authorized Representative

Typed or printed name
of individual:

Name of entity:

SEELEY INVESTMENTS
FLORIDA, LLC
A Florida limited liability
company

Signature:

By:


Raynor M. Seeley, Jr.
Sole Manager

Authorized Representative

Typed or printed name
of individual:

Florida

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>
SEELEY INVESTMENT, LLC	Connecticut	Limited liability company
SEELEY INVESTMENTS FLORIDA, 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>
SEELEY INVESTMENTS FLORIDA, LLC	Florida	Limited liability company

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

The parties to the merger shall be merged in accordance with the laws of the states of Connecticut and Florida.

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 other securities of the survivor, in whole or in part, into cash or other property is as follows:

The Membership Interests in the non-surviving limited liability company immediately prior to the effective time and date of the merger shall, at the effective time and date of the merger, be canceled. The Membership Interests in the survivor as of the effective date of the merger, as set forth in the Operating Agreement of the survivor as of such effective date, shall continue in effect.

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 other securities of the survivor, in whole or in part, into cash or other property is as follows: None.

FIFTH: Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows: None.

SIXTH: Other provisions, if any, relating to the merger are as follows: No amendments to the organizational documents of the survivor shall be effected by the merger.