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**MERGER OR SHARE EXCHANGE**

**Robert Russell of Naples, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	06
Estimated Charge	\$50.00

*merger*

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**ARTICLES AND CERTIFICATE OF MERGER  
OF**

**ROBERT RUSSELL, LLC,  
a Delaware limited liability company  
into**

**ROBERT RUSSELL OF NAPLES, LLC  
a Florida limited liability company**

**FILED**  
**2013 MAR 12 AM 9:52**  
**SECRETARY OF STATE**  
**TALLAHASSEE, FLORIDA**

The following Articles and Certificate of Merger are submitted in accordance with Florida Statutes §§ 608.438 et seq. and the Delaware Limited Liability Company Act §§ 18-101 et seq.

1. These Articles and Certificate of Merger are being filed to effect the merger of the following entities:

A. Robert Russell, LLC  
a Delaware limited liability company  
Date of Organization: May 2, 2011

with and into

B. Robert Russell of Naples, LLC  
a Florida limited liability company  
Date of Organization: March 8, 2013

2. The name of the surviving entity is ROBERT RUSSELL OF NAPLES, LLC, a Florida limited liability company (the "Surviving Entity").

3. The name of the merging entity is ROBERT RUSSELL, LLC, a Delaware limited liability company (the "Merging Entity").

4. The Plan of Merger, attached hereto as Exhibit "A", meets the requirements of Florida Statutes § 608.4382, and was approved by all the members of the Florida limited liability

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company that are a party to the merger in accordance with the applicable provisions of Florida Statutes §§ 608.438 et seq.

5. The Plan of Merger meets the requirements of the Delaware Limited Liability Company Act § 18-209, and was approved by all the Members that are a party to the merger in accordance with the applicable provisions of the Delaware Limited Liability Company Act §§ 34-193 et seq., and the Operating Agreement of ROBERT RUSSELL, LLC, a Delaware limited liability company.

6. The Plan of Merger was executed on the 8<sup>th</sup> day of March, 2013.

7. The Plan of Merger is on file at the place of business of the Surviving Entity, which is located at 2297 River Reach Drive, Naples, FL 34104, and at its registered office in the State of Florida, which is R&A Agents, Inc., c/o Stephen E. Thompson, Assistant Secretary, 850 Park Shore Drive, Third Floor, Trianon Centre, Naples, FL 34103.

8. A copy of the Plan of Merger will be furnished by the Surviving Entity, on request and without cost, to any member or other person holding an interest in the Surviving Entity or Merging Entity.

9. The Surviving Entity agrees that it may be served with process in Delaware in any action, suit or proceeding for the enforcement of any obligation of the Merging Entity, irrevocably appointing the Delaware Secretary of State as its agent to accept service of process in the action, suit or proceeding. A copy of any process received by the Delaware Secretary of State pursuant to this paragraph may be mailed to Robert Russell of Naples, LLC, c/o Robert L. Russell, 2297 River Reach Drive, Naples, FL 34104. In the event of service under this paragraph on the Delaware Secretary of State, the procedures set forth in Delaware Limited Liability Company Act § 18-209(8) are applicable, except that the plaintiff in any action, suit or

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proceeding shall furnish the Delaware Secretary of State with the address specified in the certificate of merger provided for in this paragraph and any other address which the plaintiff elects to furnish, together with copies of the process as required by the Delaware Secretary of State. The Delaware Secretary of State shall notify the Surviving Entity at all addresses furnished by the plaintiff in accordance with the procedures set forth in Delaware Limited Liability Company Act § 18-209(8).

10. The merger shall be effective on the later of: (1) the date the articles of merger are filed with the Florida Department of State; (2) the date the certificate of merger is filed with the Delaware Secretary of State; or (3) March 8, 2013.

11. No property certificate is required to be submitted to the Delaware State Department of Assessments and Taxation as the Merging Entity does not own any interest in land.

12. The Member of the Surviving Entity shall hold, as a result of the merger, 100% of the membership interests in the Surviving Entity pursuant to the fact that on the effective date of the merger, the Member was the sole Member of both the Merging Entity and the Surviving Entity. The Member's rights in the Surviving Entity are substantially equivalent in other respects, except as dictated by appropriate state law, to the Member's interest in the Merging Entity. The membership interests in the Merging Entity shall be cancelled and the former Member of the Merging Entity shall as a result of the merger only be the sole Member in the Surviving Entity, with no further action required.

NOW THEREFORE, these Articles and Certificate of Merger are acknowledged by the individual signing below, who acknowledges that the signing of these Articles and Certificate of

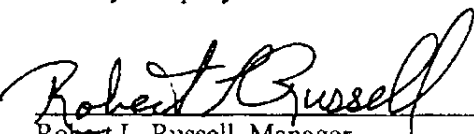
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Merger is the act of each entity, and that to the best of his knowledge, information, and belief, the undersigned individual verifies that the facts stated herein are true in all material respects, and that this statement is made under the penalties for perjury.

**SURVIVING ENTITY:**

ROBERT RUSSELL OF NAPLES, LLC, a Florida limited liability company

By:   
Robert L. Russell, Manager

**MERGING ENTITY:**

ROBERT RUSSELL, LLC, a Delaware limited liability company

By:   
Robert L. Russell, Manager

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## PLAN OF MERGER

This plan of merger dated to be effective the 8<sup>th</sup> day of March, 2013, between ROBERT RUSSELL OF NAPLES, LLC, a Florida limited liability company, the surviving entity (the "Surviving Entity"), and ROBERT RUSSELL, LLC, a Delaware limited liability company, the merging entity (the "Merging Entity"), is submitted in compliance with Florida Statutes §§ 608.438 et seq., and the Delaware Limited Liability Company Act §§ 18-101 et seq.

A. Surviving Entity (Florida Limited Liability Company). The Surviving Entity is a limited liability Company organized and existing under the laws of the State of Florida, with its principal office at 2297 River Reach Drive, Naples, FL 34104 and a registered office in the State of Florida at the following address: 2297 River Reach Drive, Naples, FL 34104.

B. Manager of Surviving Entity. The manager in the Surviving Entity is and shall continue to be Robert L. Russell, an individual, with an address at 2297 River Reach Drive, Naples, FL 34104.

C. Merging Entity (Delaware Limited Liability Company). The Merging Entity is a limited liability company organized and existing under the laws of the State of Delaware with its principal office at 2297 River Reach Drive, Naples, FL 34104.

D. Terms of Merger; Method of Conversion. Merging Entity shall merge with and into Surviving Entity, which shall be the Surviving Entity. The Member of the Surviving Entity shall hold, as a result of the merger, 100% of the membership interests in the Surviving Entity pursuant to the fact that on the effective date of the merger, the Member was the sole Member of both the Merging Entity and the Surviving Entity. The Member's rights in the Surviving Entity are substantially equivalent in other respects, except as dictated by appropriate state law, to the Member's interest in the Merging Entity. The membership interests in the Merging Entity shall be cancelled and the former Member of the Merging Entity shall as a result of the merger only be the sole Member in the Surviving Entity, with no further action required.

E. Terms of Merger; Surviving Entity Successor to Merging Entity. On the effective date of the merger, the separate existence of the Merging Entity shall cease, and the Surviving Entity shall succeed to all the rights, privileges, immunities and franchises, and all the property, real, personal, and mixed of the absorbed entity, without the necessity for any separate transfer. The Surviving Entity shall then be responsible and liable for all liabilities and obligations of the Merging Entity, and neither the rights of creditors nor any liens on the property of the Merging Entity shall be impaired by the merger.

F. Certificate and Operating Agreement of the Surviving Entity. The Articles of Organization of the Surviving Entity filed with the Florida Secretary of State shall continue to be its Articles of Organization following the effective date of the merger. The Operating Agreement of the Surviving Entity shall continue to be the Operating Agreement of the company following the effective date of the merger, with no desired changes to the Operating Agreement of the Surviving Entity.

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G. Filing. The manager of the Surviving Entity shall cause to be filed a certified copy of the Articles and Certificate of Merger in the office of the official who is the recording officer of each county in the State of Delaware in which real property of the Merging Entity is situated in order to effectuate transfer of title to the Surviving Entity.

H. Effective Date. The effective date of this merger shall be the later of: (1) the date when articles of merger are filed by the Florida Secretary of State; (2) the date when articles of merger are filed by the Delaware Secretary of State; or (3) the 31<sup>st</sup> day of March, 2013.