

Division of Corporations

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Florida Department of State
Division of Corporations
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MERGER OR SHARE EXCHANGE
RPP Holdings II, LLC

Certificate of Status	1
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730.00
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Corporate Filing Menu

Help

ARTICLES OF MERGER
OF
SUNCOR REAL PROPERTY HOLDINGS, LLC
(a Florida limited liability company)
WITH AND INTO
RPP HOLDINGS II, LLC
(a Florida limited liability company)

FILED
14 DEC -4 PM 11:28
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of Chapter 605, Florida Statutes (the "Authorities"), **SUNCOR REAL PROPERTY HOLDINGS, LLC**, a Florida limited liability company (the "Disappearing Entity"), and **RPP HOLDINGS II, LLC**, a Florida limited liability company (the "Surviving Entity"), hereby file these Articles of Merger providing as follows:

1. Attached as Exhibit A is a copy of the plan of merger (the "Plan of Merger"), dated effective as of October 24, 2014, between the Surviving Entity and the Disappearing Entity, setting forth the plan of merger whereby the Disappearing Entity will merge with and into the Surviving Entity.
2. The Plan of Merger was approved and adopted by the sole member and managers of the Surviving Entity by written consent effective as of October 24, 2014, and approved by the sole member and managers of the Disappearing Entity by written consent effective as of October 24, 2014. The Plan of Merger has been approved in accordance with the applicable provisions of Florida law.
3. The Articles of Organization of the Surviving Entity as now in force and effect shall remain in force and effect until changed, altered or amended as therein provided and in the manner prescribed by the relevant provisions of Florida Law.
4. The merger shall become effective as of the date of filing of these Articles of Merger.
5. The Articles of Organization of the Surviving Entity, as now in force and effect, shall remain in force and effect until changed, altered or amended as therein provided and in the manner prescribed by the relevant provisions of Chapter 605, Florida Statutes.

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IN WITNESS WHEREOF, these Articles of Merger have been duly executed.

DISAPPEARING ENTITY:

SUNCOR REAL PROPERTY HOLDINGS,
LLC, a Florida limited liability company

By:


Robert Horian, Manager

SURVIVING ENTITY:

RPP HOLDINGS II, LLC, a
Florida limited liability company

By:


Robert Horian, Manager

EXHIBIT A

PLAN OF MERGER

See attached.

PLAN OF MERGER

THIS PLAN OF MERGER (the "Agreement") dated effective as of October 24, 2014, is by and between Suncor Real Property Holdings, LLC, a Florida limited liability company (the "Disappearing Entity"), and RPP Holdings II, LLC, a Florida limited liability company (the "Surviving Entity").

BACKGROUND

WHEREAS, the sole member and managers of the Disappearing Entity and the sole member and managers of the Surviving Entity have determined that the transactions described herein are in the best interests of the parties and have approved the transactions described herein.

NOW, THEREFORE, in consideration of the premises and the mutual representations, warranties and covenants herein contained, the parties agree as follows:

PLAN OF MERGER

1. Upon the terms and subject to the conditions set forth in this Agreement, and in accordance with the provisions of Chapter 605, Florida Statutes, at the effective time of the merger (the "Effective Time"), the Disappearing Entity shall be merged with and into the Surviving Entity. As a result of the Merger, the separate existence of the Disappearing Entity shall thereupon cease and the Surviving Entity shall continue as the surviving entity of the Merger. The Disappearing Entity and the Surviving Entity are referred to collectively as the "Constituent Entities".
2. The Merger shall become effective as of the effective date and time provided for in the Articles of Merger.
3. The Articles of Organization of the Surviving Entity as in effect at the effective time of the merger shall be the Articles of Organization of the Surviving Entity after the Effective Time.
4. At the Effective Time, by virtue of the Merger and without any action on the part of the members, officers, or managers, of the Constituent Entities, the membership interests of the Disappearing Entity immediately prior to the Effective Time will be automatically cancelled and the Surviving Entity will not issue membership interests/units.
5. The Surviving Entity shall possess and retain every interest in all assets and property of every description. The rights, privileges, immunities, powers, franchises and authority, of a public as well as private nature, of each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed. The title to and any interest in all real estate vested in either of the Constituent Entities shall not revert or in any way be impaired by reason of the Merger.

6. All obligations belonging to or due to each of the Constituent Entities shall be vested in the Surviving Entity without further act or deed, and the Surviving Entity shall be liable for all of the obligations of each of the Constituent Entities existing as of the Effective Time.

7. This Plan of Merger shall be construed in accordance with and governed by the laws of the State of Florida, without resort to choice of law principles.

8. This document may be executed in one or more counterparts, a complete set of which shall constitute one original.

IN WITNESS WHEREOF the parties hereto have duly executed this Agreement as of the day and year first above written.

DISAPPEARING ENTITY:

Suncor Real Property Holdings, LLC, a
Florida limited liability company

By: _____

Robert Horian, Manager

SURVIVING ENTITY:

RPP Holdings II, LLC, a
Florida limited liability company

By: _____

Robert Horian, Manager