

JUL-21-2015 15:14

Division of Corporations

P.01

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.

((H15000177080 3)))



H150001770803ABCS

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 : SHUMAKER, LOOP & KENDRICK LLP
Account Number : 075500004387
Phone : (813) 229-7600
Fax Number : (813) 229-1660

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

Email Address: jfeller@slk-law.com

2015 JUL 21 AM 9:13

RECEIVED

15 JUL 21 AM 4:03

FLORIDA DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE

RiverPlace Property, LLC

Certificate of Status	0
Certified Copy	0
Page Count	03
Estimated Charge	\$50.00

Merger

JUL 22 2015

I ALBRITTON

Electronic Filing Menu

Corporate Filing Menu

Help

JUL-21-2015 15:14

H15000177080 3

Articles of Merger
For
Florida Limited Liability Company

P.02
DIVISION OF REVENUE
2015 JUL 21 AM 9:13

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1023, 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>
RiverPlace Property, LLC	Florida	limited liability company
RiverPlace Limited, LLC	Nevada	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>
RiverPlace Property, LLC	Florida	limited liability company

THIRD: The merger was approved by each domestic merging entity that is a limited liability company in accordance with ss.605.1021-605.1026; by each other merging entity in accordance with the laws of its jurisdiction; and by each member of such limited liability company who as a result of the merger will have interest holder liability under s.605.1023(1)(b).

H15000177080 3

H15000177080 3

FOURTH: Please check one of the boxes that apply to surviving entity: (if applicable)

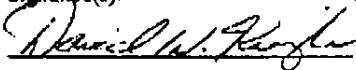
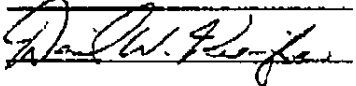
- ☒ This entity exists before the merger and is a domestic filing entity, the amendment, if any to its public organic record are attached.
- ☐ This entity is created by the merger and is a domestic filing entity, the public organic record is attached.
- ☐ This entity is created by the merger and is a domestic limited liability limited partnership or a domestic limited liability partnership, its statement of qualification is attached.
- ☐ This entity is a foreign entity that does not have a certificate of authority to transact business in this state. The mailing address to which the department may send any process served pursuant to s. 605.0117 and Chapter 48, Florida Statutes is:

FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

SIXTH: If other than the date of filing, the delayed 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:

Note: If the date inserted in this block does not meet the applicable statutory filing requirements, this date will not be listed as the document's effective date on the Department of State's records.

SEVENTH: Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
RiverPlace Property, LLC, a Florida limited liability company		David W. Klenzie, Manager
RiverPlace Limited, LLC, a Nevada limited liability company		David W. Klenzie, Manager

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 an authorized person

Fees:	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	Certified Copy (optional):	\$30.00

H15000177080 3

H15000177080 3

SECRETARY OF STATE

CERTIFICATE OF EXISTENCE
WITH STATUS IN GOOD STANDING

I, BARBARA K. CEGAVSKE, the duly elected and qualified Nevada Secretary of State, do hereby certify that I am, by the laws of said State, the custodian of the records relating to filings by corporations, non-profit corporations, corporation soles, limited-liability companies, limited partnerships, limited-liability partnerships and business trusts pursuant to Title 7 of the Nevada Revised Statutes which are either presently in a status of good standing or were in good standing for a time period subsequent of 1976 and am the proper officer to execute this certificate.

I further certify that the records of the Nevada Secretary of State, at the date of this certificate, evidence, **RIVERPLACE LIMITED, LLC**, as a limited liability company duly organized under the laws of Nevada and existing under and by virtue of the laws of the State of Nevada since December 18, 2007, and is in good standing in this state.



IN WITNESS WHEREOF, I have hereunto set my hand and affixed the Great Seal of State, at my office on July 21, 2015.

Handwritten signature of Barbara K. Cegavske in cursive.

BARBARA K. CEGAVSKE
Secretary of State

Electronic Certificate
Certificate Number: C20150721-0459
You may verify this electronic certificate
online at <http://www.nvsos.gov/>

H15000177080 3