

L15000198647

(Requestor's Name)

(Address)

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(City/State/Zip/Phone #)

☐ PICK-UP

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☐ MAIL

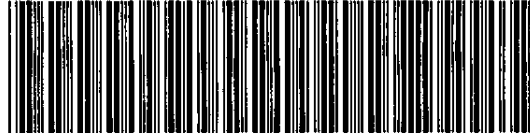
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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12/31/15--01033--007 **37.50

12/07/15--01047--018 **50.00

Merged

FILED
15 DEC -7 PM 2:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

678
X00308, 00524, 00671



BRIDGET M. MANN HARRISON, CP, FRP
Certified Paralegal

E-MAIL ADDRESS:
bmann@nasonyeager.com

DIRECT DIAL:
(561) 471-3514
FAX NUMBER:
(561) 515-2434

December 2, 2015

Via FedEx

Florida Secretary of State
Registration Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: CEB-DHB Investments, LLC ("Company")

Dear Sir or Madam:

Enclosed please find the following for filing with your office in accordance with §605.1021-1026, F.S.

1. Articles of Merger of a Georgia limited partnership into a Florida limited liability company for the above referenced Company; and
2. Check in the amount of \$50.00 in payment of the filing fees (\$25.00 for each entity).

Please deliver any correspondence to my attention at 3001 PGA Blvd., Suite 305, Palm Beach Gardens, FL 33410.

Thank you for your prompt assistance in this matter. Please feel free to contact me at (561) 471-3514 if you should have any questions.

Sincerely,

NASON, YEAGER, GERSON, WHITE
& LIOCE, P.A.

Bridget M. Mann Harrison, CP, FRP

Enclosures

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FLORIDA DEPARTMENT OF STATE
Division of Corporations

December 18, 2015

Bridget M. Mann Harrison
Nason Yeager Gerson White & Lioce P.A.
3001 PGA Blvd, Suite 305
Palm Beach Gardens, FL 33410

SUBJECT: CEB-DHB INVESTMENTS, LLC
Ref. Number: L15000198647

*Pls give
Original file
Date.*

We have received your document for CEB-DHB INVESTMENTS, LLC and check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned to you for the following reason(s):

Thanks

There is a balance due of \$37.50. Refer to the attached fee schedule for a breakdown of the fees. Please return a copy of this letter to ensure your money is properly credited.

Please include a statement in the articles or plan of merger that states "this entity agrees to pay any members with appraisal rights the amount to which members are entitled under ss. 605.1006 and 605.1061-605.1075 FS"

Please return your document, along with a copy of this letter, within 60 days or your filing will be considered abandoned.

If you have any questions concerning the filing of your document, please call (850) 245-6050.

Annette Ramsey
Regulatory Specialist II

Letter Number: 315A00026578

RECEIVED
15 DEC 31 PM 1:09

Received
DEC 28 2015
JHA



BRIDGET M. MANN HARRISON, CP, FRP
Certified Paralegal

E-MAIL ADDRESS:
bmann@nasonyeager.com

DIRECT DIAL:
(561) 471-3514

FAX NUMBER:
(561) 515-2434

December 30, 2015

Via FedEx

Florida Secretary of State
Registration Section
Division of Corporations
2661 Executive Center Circle
Tallahassee, FL 32301

Re: CEB-DHB Investments, LLC ("Company")

Dear Sir or Madam:

In response to your letter dated December 18, 2015, enclosed please find the following for filing with your office in accordance with §605.1021-1026, F.S. PLEASE GIVE ORIGINAL FILE DATE.

1. Revised Articles of Merger of a Georgia limited partnership into a Florida limited liability company for the above referenced Company; and
2. Check in the amount of \$37.50 representing the balance of payment of the filing fees.

Please deliver any correspondence to my attention at 3001 PGA Blvd., Suite 305, Palm Beach Gardens, FL 33410.

Thank you for your prompt assistance in this matter. Please feel free to contact me at (561) 471-3514 if you should have any questions.

Sincerely,

NASON, YEAGER, GERSON, WHITE
& LIOCE, P.A.

Bridget M. Mann Harrison, CP, FRP

Enclosures

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3001 PGA Boulevard | Suite 305 | Palm Beach Gardens, Florida 33410
Telephone (561) 686-3307 | Facsimile (561) 686-5442 | www.nasonyeager.com

PALM BEACH GARDENS • BOCA RATON

**ARTICLES OF MERGER
OF
THE BUKER FAMILY LIMITED PARTNERSHIP, A GEORGIA LIMITED PARTNERSHIP
INTO
CEB-DHB INVESTMENTS, LLC, A FLORIDA LIMITED LIABILITY COMPANY**

FILED

15 DEC -7 PM 2:33

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Pursuant to the provisions of chapter 605.1021-1026 of the Revised Florida Limited Liability Company Act (the "Act"), as amended from time to time, or the corresponding provisions of any succeeding law, the undersigned Florida company hereby adopts the following Articles of Merger:

1. **The Buker Family Limited Partnership**, a Georgia limited partnership, whose address is 1117 Perimeter Center West, Suite W-104, Atlanta, Georgia 30338 (the "**Absorbed Company**"), and **CEB-DHB Investments, LLC**, a Florida limited liability company, whose address is 2429 SE Pinero Road, Port St. Lucie, Florida 34952 (the "**Surviving Company**"), being validly and legally formed under the laws of the State of Florida, have adopted the Plan of Merger (the "**Plan of Merger**") which is attached hereto as Exhibit A and which is hereby made a part hereof.

2. The control/document numbers and FEI numbers for the entities are as follows:

- a. The Buker Family Limited Partnership, a Georgia limited partnership
Georgia control number: 9816634
FEI document/registration number: 52-2125828
- b. CEB-DHB Investments, LLC, a Florida limited liability company
Florida document number: L15000198647
FEI document/registration number: 52-2125828

3. The name and address of the Surviving Company are as follows:

CEB-DHB Investments, LLC, a Florida limited liability company
2429 SE Pinero Road
Port St. Lucie, Florida 34952

4. The name and address of the Manager of the Surviving Company is:

Charles Edward Buker, III
2429 SE Pinero Road
Port St. Lucie, FL 34952

5. The Plan of Merger shall become effective upon the filing of these Articles of Merger with the Florida Department of State.

6. The Plan of Merger meets the requirements of chapters 605.1021 to 605.1026 of the Act, and was approved and adopted on November 16, 2015 by the members of the Absorbed Company and by the members of the Surviving Company in accordance with chapter 605 of the Act.

7. The entities have obtained all manager and member consents necessary to legally approve the Plan of Merger.

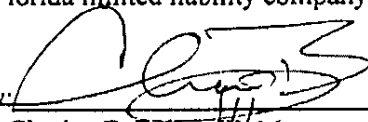
8. These Articles of Merger comply with and were executed in accordance with the laws of the State of Florida.

9. The entity agrees to pay any members with appraisal rights the amount, of which members are entitled under chapters 605.1006 and 605.1061-605.1072 of the Act.

IN WITNESS WHEREOF, the undersigned have executed these Articles of Merger as of this 16th day of November, 2015.

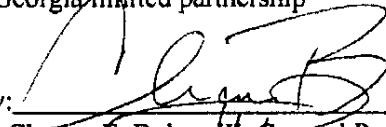
SURVIVING COMPANY:

CEB-DHB INVESTMENTS, LLC,
a Florida limited liability company

By: 
Charles E. Buker, III, Manager

ABSORBED COMPANY:

THE BUKER FAMILY LIMITED
PARTNERSHIP,
a Georgia limited partnership

By: 
Charles E. Buker, III, General Partner

PLAN OF MERGER

EXHIBIT A

PLAN OF MERGER

THIS PLAN OF MERGER is made this 16 day of November, 2015, between **CEB-DHB INVESTMENTS, LLC**, a Florida limited liability company (the "**Surviving Company**") and **The Buker Family Limited Partnership**, a Georgia limited partnership (the "**Absorbed Company**").

R E C I T A L S:

A. The Surviving Company is a limited liability company organized and existing under the laws of the State of Florida, with its principal office at 2429 SE Pinero Road, Port St. Lucie, Florida 34952.

B. The Absorbed Company is a limited partnership organized and existing under the laws of the State of Georgia with its principal office at 2429 SE Pinero Road, Port St. Lucie, Florida 34952.

C. The following Plan of Merger, which was adopted and approved by each party to the merger in accordance with chapter 605.1025 of the Revised Florida Limited Liability Company Act (the "**Act**") and other applicable sections of the Act.

NOW, THEREFORE, in consideration of the foregoing, and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, and subject to the terms and conditions hereinafter set forth, the parties agree as follows:

1. **Recitals.** The foregoing recitals are true.
2. **Names of Merging Entities.** The name and address of the entities planning to merge are as follows:
 - a. CEB-DHB Investments, LLC, a Florida limited liability company
2429 SE Pinero Road
Port St. Lucie, Florida 34952
 - b. The Buker Family Limited Partnership, a Georgia limited partnership
2429 SE Pinero Road
Port St. Lucie, Florida 34952
3. **Surviving Company.** The name and address of the Surviving Company are as follows:

CEB-DHB Investments, LLC, a Florida limited liability company
2429 SE Pinero Road
Port St. Lucie, Florida 34952

4. **Terms and Conditions.** On the effective date of the merger, the separate existence of the Absorbed Company shall cease, and the Surviving Company shall succeed to all the rights, privileges, immunities, and franchises, and all the real and personal property of the Absorbed Company, without the necessity for any separate transfer. The Surviving Company shall thereafter be responsible and liable for all liabilities and obligations of the Absorbed Company, and neither the rights of creditors nor any liens on the property of the Absorbed Company shall be impaired by the merger.

5. **Conversion of Member Interest.** The manner and basis of converting the member interest of the Absorbed Company into member interest of the Surviving Company and the manner and basis of converting rights to acquire member interest of the Surviving Company into rights to acquire member interest of the Surviving Company are as follows:

a. Prior to the merger, there were four (4) partners of the Absorbed Company, as follows:

Charles Edward Buker, III	23.2954%
Terrance Arthur Buker	22.7954%
Gregory Willis Buker	22.7954%
Dorothy Henshaw Buker	
Irrevocable Trust	<u>31.11389%</u>
TOTAL	100%

After the effective date of the merger, there will be four (4) members of the Surviving Company, as follows:

Charles Edward Buker, III	23.2954%
Terrance Arthur Buker	22.7954%
Gregory Willis Buker	22.7954%
Dorothy Henshaw Buker	
Irrevocable Trust	<u>31.11389%</u>
TOTAL	100%

b. The conversion shall be effected as follows: After the effective date of the merger, the limited partners of the Absorbed Company shall each surrender their percentage ownership to the Surviving Company, in such manner as the Surviving Company shall legally require. On receipt of satisfactory evidence of each such surrender, the Surviving Company shall issue membership interests of the Surviving Company in the amounts referenced above to each member as provided in subparagraph (a) above.

6. **Changes in Articles of Organization.** The articles of organization of the Surviving Company shall continue to be its articles of organization following the effective date of the merger.

7. **Operating Agreement.** The Operating Agreement of the Surviving Company shall continue to be its Operating Agreement following the effective date of the merger.

8. **Members.** The members of the Surviving Company on the effective date of the merger shall continue as the members of the Surviving Company.

9. **Effective Date of Merger.** The effective date of this merger shall be the date when the Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date set forth above.

CEB-DHB INVESTMENTS, LLC.
a Florida limited liability company

By: 

Charles E. Buker, III, Manager

THE BUKER FAMILY LIMITED
PARTNERSHIP,
a Georgia limited partnership

By: 

Charles E. Buker, III, General Partner