

MAR-27-2017 MON 02:50 PM FRESE HANSEN

FAX NO. 321 951 3741

P. 01

Division of Corporations

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**L1600178405**

Florida Department of State  
Division of Corporations  
Electronic 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.**

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

From: Account Name : FRESE HANSEN  
Account Number : I20000000258  
Phone : (321) 984-3300  
Fax Number : (321) 951-3741

**\*\*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  
RCP2, LLC**

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

RECEIVED  
17 MAR 27 PM 3:07  
DEPARTMENT OF STATE  
DIVISION OF CORPORATIONS  
TALLAHASSEE, FLORIDA

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

2017 MAR 27 A 9:14

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*Merger*

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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** RCP2, LLC, A FLORIDA LIMITED LIABILITY COMPANY

\_\_\_\_\_  
Name of Surviving Party

The enclosed Certificate of Merger and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to:

Melanie Chastain

\_\_\_\_\_  
Contact Person

Frese, Hansen, Anderson, Anderson, Heuston & Whitehead, PA

\_\_\_\_\_  
Firm/Company

2200 Front Street, Suite 301

\_\_\_\_\_  
Address

Melbourne, FL 32901

\_\_\_\_\_  
City, State and Zip Code

mchastain@fresehansen.com

\_\_\_\_\_  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Melanie Chastain

at ( 321 ) 984-3300

\_\_\_\_\_  
Name of Contact Person

\_\_\_\_\_  
Area Code

\_\_\_\_\_  
Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P. O. Box 6327  
Tallahassee, FL 32314

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Articles of Merger  
For  
Florida Limited Liability Company

**FILED**

2017 MAR 27 A 9:14

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

The following Articles of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 605.1025, 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>
RCP2, LLC	Delaware	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>
RCP2, 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).

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**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:  
RCP2, LLC (Florida)

Signature(s):  
By:  Beachland Managers, LLC

Typed or Printed  
Name of Individual:  
Charles Genoni, Manager

RCP2, LLC (Delaware)

Signature(s):  
By:  Beachland Managers, LLC

Charles Genoni, 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 Limited Partnership: \$52.50  
For each Other Business Entity: \$25.00

For each Corporation: \$35.00  
For each General Partnership: \$25.00  
Certified Copy (optional): \$30.00

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