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(City/State/Zip/Phone #)

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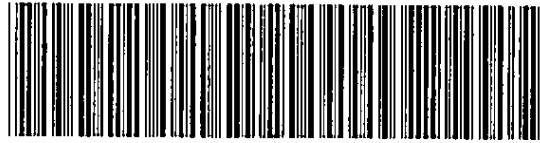
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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04/23/19--01026--003 **50.00

FILED
19 APR 19 PM 3:21
S. YOUNG
TALLAHASSEE, FLORIDA

APR 23 2019

S. YOUNG



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 27, 2019

SHELDON SCOTT STARBUCK
344 LATRIUM CIRCLE
MIRAMAR BEACH, FL 32550

*Please correct the Address.
IT'S 334 LATRIUM Circle,
NOT 344.
Thanks*

SUBJECT: C, S, S & S INVESTMENT GROUP LLC
Ref. Number: L18000110729

We have received your document for C, S, S & S INVESTMENT GROUP LLC and check(s) totaling \$25.00. However, the document has not been filed and is being returned for the following reason(s):

There is a balance due of \$50.00. Please return a copy of this letter to ensure your money is properly credited.

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.

Shelia H Young
Regulatory Specialist II

Letter Number: 719A00006080

RECEIVED

2019 APR 19 AM 10:20

STATE OF FLORIDA
DIVISION OF CORPORATIONS

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: C. S. S & S Investment Group, LLC

Name of Surviving Party

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

Please return all correspondence concerning this matter to:

Sheldon Scott Starbuck

Contact Person

Firm/Company

344 Latrium Circle

Address

Miramar Beach, FL 32550

City, State and Zip Code

sstarbuck@reagan.com

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

For further information concerning this matter, please call:

Robert E. McGill, III at (850) 837-1386

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

**Articles of Merger
For
Florida Limited Liability Company**

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>
Walton Residential Properties, LLC	Indiana	Limited Liability Company
C & S Investment Group, LLC	Indiana	Limited Liability Company
C.S. S & S Investment Group LLC	Florida	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>
C. S. S & S Investment Group 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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TALLAHASSEE, FLORIDA

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:
- _____
- _____
- _____

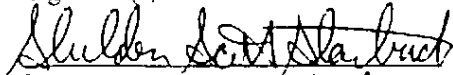
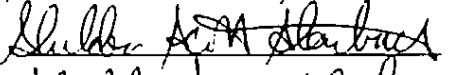
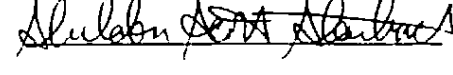
FIFTH: This entity agrees to pay any members with appraisal rights the amount, to which members are entitled under ss.605.1006 and 605.1061-605.1072, F.S.

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:

n/a

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:
Walton Residential Properties, LLC		Sheldon S. Starbuck
C & S Investment Group, LLC		Sheldon S. Starbuck
C, S, S & S Investment Group LLC		Sheldon S. Starbuck

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

<u>Fees:</u>	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	<u>Certified Copy (optional):</u>	\$30.00

PLAN OF MERGER

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>
Walton Residential Properties, LLC	Indiana	Limited Liability Company
C & S Investment Group, LLC	Indiana	Limited Liability Company
C, S, S & S Investment Group LLC	Florida	Limited Liability Company

SECOND; The exact name, form/entity, and jurisdiction of the surviving part are as follows;

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
C, S, S & S Investment Group LLC	Florida	Limited Liability Company

THIRD; The terms and conditions of the merger are as follows;

The merger shall be effective March 1, 2019. Effective on the effective date, Walton Residential Properties, LLC and C & S Investment Group, LLC will merge with and into C, S, S & S Investment Group LLC, and the separate existence of Walton Residential Properties, LLC and C & S Investment Group, LLC will cease. C, S, S & S Investment Group LLC will continue in existence as the surviving party to such merger under the name of C, S, S & S Investment Group LLC.

FOURTH;

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows;

SEE ATTACHED EXHIBIT "A"

- B. The manner and basis of converting the rights to acquire the interest, shares, obligations or other securities of each merged party into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is as follows;

SEE ATTACHED EXHIBIT "A"

FIFTH; If a partnership is the survivor, the name and business address of each general partner is as follows:

Not Applicable

SIXTH; If a limited liability Company is the survivor, the name and business address of each manager or managing member is as follows;

Sheldon Scott Starbuck
334 Latrium Circle
Miramar Beach, FL. 32550

SEVENTH; Any statements that are required by the law under which each other business entity is formed, organized, or incorporated are as follows;

Upon the filing of these Articles of Merger the separate existence of Walton Residential Properties, LLC and C & S Investment Group, LLC shall cease to exist. The Plan of Merger has been approved by 100% of the members of Walton Residential Properties, LLC and C & S investment Group, LLC.

EIGHTH; Other provision, if any, relating to the merger are as follows:

Not Applicable

EXHIBIT "A"

FOURTH:

- A. The manner and basis of converting the interests, shares, obligations or other securities of each merged party into the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property is follows;

As of the date hereof, the following persons are the owners of all of the outstanding capital stock / membership interest in and to each merged party as shown below;

WALTON RESIDENTIAL PROPERTIES, LLC

<u>Member Name</u>	<u>Percentage of Ownership</u>
Sheldon S. Starbuck	100%

C & S INVESTMENT GROUP, LLC

<u>Member Name</u>	<u>Percentage of Ownership</u>
Sheldon S. Starbuck	100%

On the effective date of the merger, the currently issued and outstanding membership interest of each of the Members of Walton Residential Properties, LLC and the stock of the sole member of C & S Investment Group, LLC, shall be deemed cancelled without the need for the taking of any further action thereon and shares of C, S, S & S Investments Group, LLC, shall be issued in the name of each such member as set forth below;

<u>Member Name</u>	<u>Percentage of Ownership</u>
Sheldon S. Starbuck	100%

On the effective date of the Merger the membership transfer book[✓] of Walton Residential Properties, LLC and the stock transfer book of C & S Investment Group, LLC, shall be closed and no further transfer

of shares / membership interest in Walton Residential Properties, LLC or C & S Investment Group, LLC, shall thereafter be recorded thereon.

- B. The manner and basis of converting the rights to acquire the interest, shares, obligations or other securities of each merged part into the rights to acquire the interests, shares, obligations or other securities of the survivor, in whole or in part, into cash or other property in as follows;

The governing documents of each merged party provide terms under which a merger may be accomplished, reserving each member / shareholder's right to convert their interest, shares, obligations and other securities into the interest, shares, obligations and securities of any survivor entity and all shareholders / members of the merging parties have approved the Merger contemplated herein.