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K. SALLY  
EXAMINER  
DEC 15 2011



FLORIDA DEPARTMENT OF STATE  
Division of Corporations

December 8, 2011

WOOD, ATTER & WOLF, P.A.  
MATTHEW T. HARROD  
814 A1A NORTH, STE. 202  
PONTE VEDRA BCH, FL 32082

SUBJECT: NASSAU RURAL PROPERTIES LLC  
Ref. Number: L99000008548

We have received your document for NASSAU RURAL PROPERTIES LLC and your check(s) totaling \$50.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

The effective date must be specific and cannot be prior to the date of filing.

If you have any questions concerning the filing of your document, please call (850) 245-6870.

Karen A Saly  
Regulatory Specialist II

Letter Number: 811A00027490

COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: Nassau Rural Properties, 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:

Matthew T. Harrod  
Contact Person  
Wood, Atter & Wolf, P.A.  
Firm/Company  
814 A1A North, Suite 202  
Address  
Ponte Vedra Beach, FL 32082  
City, State and Zip Code  
mharrod@woodatter.com  
E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Matthew T. Harrod at ( 904 ) 355-8888  
Name of Contact Person Area Code and Daytime Telephone Number

☐ Certified copy (optional) \$30.00

**STREET ADDRESS:**

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

**MAILING ADDRESS:**

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

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TALLAHASSEE, FLORIDA

Certificate of Merger  
For  
Florida Limited Liability Company

The following Certificate of Merger is submitted to merge the following Florida Limited Liability Company(ies) in accordance with s. 603.4382, 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>
Nassau Commercial Properties, LLC L00000002495	Florida	LLC
Nassau Rural Properties, LLC L99000008548	Florida	LLC

**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>
Nassau Rural Properties, LLC	Florida	LLC

**THIRD:** The attached plan of merger was approved by each domestic corporation, limited liability company, partnership and/or limited partnership that is a party to the merger in accordance with the applicable provisions of Chapter 607, 608, 617, and/or 620, Florida Statutes.

**FOURTH:** The attached plan of merger was approved by each other business entity that is a party to the merger in accordance with the applicable laws of the state, country or jurisdiction under which such other business entity is formed, organized or incorporated.

**FIFTH:** If other than the date of filing, the 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:

December 16, 2011 \_\_\_\_\_

**SIXTH:** If the surviving party is not formed, organized or incorporated under the laws of Florida, the survivor's principal office address in its home state, country or jurisdiction is as follows:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

**SEVENTH:** If the survivor is not formed, organized or incorporated under the laws of Florida, the survivor agrees to pay to any members with appraisal rights the amount, to which such members are entitled under ss.608.4351-608.43595, F.S.

**EIGHTH:** If the surviving party is an out-of-state entity not qualified to transact business in this state, the surviving entity:

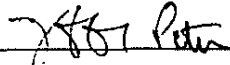
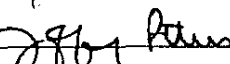
a.) Lists the following street and mailing address of an office, which the Florida Department of State may use for the purposes of s. 48.181, F.S., are as follows:

Street address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Mailing address: \_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

b.) Appoints the Florida Secretary of State as its agent for service of process in a proceeding to enforce obligations of each limited liability company that merged into such entity, including any appraisal rights of its members under ss.608.4351-608.43595, Florida Statutes.

**NINTH:** Signature(s) for Each Party:

Name of Entity/Organization:	Signature(s):	Typed or Printed Name of Individual:
Nassau Commercial Properties, Inc.		Robert Peter
Nassau Rural Properties, LLC		Robert Peter
_____	_____	_____
_____	_____	_____

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 a member or authorized representative

**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

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### PLAN OF MERGER

THIS PLAN OF MERGER is hereby adopted on November 15, 2011, by NASSAU COMMERCIAL PROPERTIES, LLC ("NCP"), a Florida limited liability company, and NASSAU RURAL PROPERTIES, LLC ("NRP"), a Florida limited liability company, said entities being sometimes hereinafter collectively referred to as "the Constituent Entities."

WHEREAS, the Members of NRP and the Members of NCP deem it advisable that NCP (the "Disappearing Company") be merged into NRP (the "Surviving Entity") under the laws of the State of Florida in the manner provided therefore pursuant to Section 608.438 of the statutes of the State of Florida;

NOW, THEREFORE, in consideration of the promises and of the mutual agreements here in contained, the Constituent Entities have agreed, and do hereby plan to merge upon the terms and conditions below stated.

1. *Agreement to merge.* The Constituent Entities hereby agree that the Disappearing Company shall be merged into the Surviving Entity.

2. *Name of merged entity.* The name of the Surviving Entity shall be " NASSAU RURAL PROPERTIES, LLC"

3. *Place of office of surviving entity.* The place in the State of Florida where the principal office of the Surviving Entity is to be located is the City of Fernandina Beach, County of Nassau .

4. *Purpose of surviving entity.* The purpose of the Surviving Entity is to engage in any lawful act or activity for which corporations may be formed under statutes of the State of Florida.

5. *Interests in surviving entity.* The present number of ownership units which the Surviving Entity is authorized to have outstanding is one hundred (100), all of which are identical units and each of which represents the ownership of that percentage of the total units outstanding at any time as is the equivalent of the fraction in which one (1) is the numerator and the total units outstanding is the denominator. There are currently fifty (50) ownership units outstanding.

6. *Name and resident agent.* Robert Peters, of 28 South 10<sup>th</sup> Street, in the City of Fernandina Beach, Nassau County, State of Florida, a natural person and resident of said county, being the county in which the principal office of said NASSAU RURAL PROPERTIES, LLC is to be located, shall be, and is hereby, appointed as the person on whom process, tax notices and demands against said limited liability company, or either of the said Constituent Entities, may be served. S

7. *Mode of effecting merger.* The mode of carrying said merger into effect, and the manner and basis for converting the shares of the Disappearing Company into ownership units of the Surviving Entity, shall be as follows:

Each member of the Disappearing Company shall surrender his certificate or certificates to the Surviving Entity during the period beginning on November 1, 2011, and ending on November 30, 2011. Upon surrender to the Surviving Entity of the respective ownership units of the Disappearing Company, there shall be issued to the respective holders thereof, in substitution therefore, certificates for fully paid shares of the Surviving Entity, in the ratio of one (1) membership unit in the Surviving Entity received for each such membership unit of the Disappearing Company, being a total issue of fifty (50) membership units of the Surviving Entity for the entire fifty (50) membership units now issued and outstanding of the Disappearing Company.

8. *Reporting of assets at book value in accounts of surviving entity; pooling of interests.* The assets of the Disappearing Company shall be reported in the accounts of the Surviving Entity at their book value as of the effective date of the merger. The aggregate stated capital, capital surplus and earned surplus of the Constituent Entities shall be, respectively, the stated capital, capital surplus and earned surplus of the Surviving Entity.

9. *Articles of organization.* There shall be no changes or amendments to the Surviving Entity's Articles of Organization as a result of this Plan of Merger.

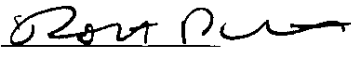
10. *Operating agreement.* The Operating Agreement of NRP shall be the Operating Agreement of the Surviving Entity.

11. *Effective date of plan.* This Plan shall become effective on the later of: (A) ~~November 15, 2011~~ <sup>December 14, 2011</sup>; or (B) the effective date of the filing of the Articles of Merger with the office of the Secretary of State of Florida. The term "effective date," wherever used in this Agreement, shall mean such date. A copy of the Articles of Merger is attached hereto as Exhibit A and is made a part hereof.

12. *Right to abandon merger.* The Members of the Disappearing Company and the Board of Directors of the Surviving Entity shall each have the power, in their discretion, to abandon the merger provided for herein prior to the filing of the Articles of Merger with the Office of the Secretary of State of Florida.

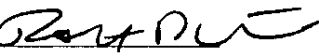
IN WITNESS WHEREOF, the Constituent Entities have caused their respective names to be signed hereto by the by the Members of the Disappearing Company and by the Members of the Surviving Entity.


NASSAU RURAL PROPERTIES, LLC:

By:   
Robert Peters, Managing Member

By:   
Jeff Peters, Managing Member

NASSAU COMMERCIAL PROPERTIES, LLC

By:   
Robert Peters, Managing Member

By:   
Jeff Peters, Managing Member



**EXHIBIT A**

**ARTICLES OF MERGER OF NASSAU COMMERCIAL PROPERTIES, LLC and NASSAU RURAL PROPERTIES, LLC**

The undersigned, desiring to merge a limited liability company into a corporation under and pursuant to Section 608.438 of the Statutes of the State of Florida, do hereby certify as follows:

1. *Name and jurisdiction.* The merging business entities are NASSAU COMMERCIAL PROPERTIES, LLC, a limited liability company organized and existing under the laws of the State of Florida, and NASSAU RURAL PROPERTIES, LLC, a limited liability company organized and existing under the laws of the State of Florida.
2. *Plan of merger.* A Plan of Merger has been approved and executed by both of the merging entities.
3. *Surviving business entity.* The name of the surviving business entity shall be " NASSAU RURAL PROPERTIES, LLC"
4. *Effective date.* The merger shall be effective upon the later of <sup>December 16, 2011</sup> ~~November 15, 2011~~, or the effective date of the filing of these Articles of Merger with the Florida Secretary of State.
5. *Place of business.* The Plan of Merger is on file at the principal place of business of the surviving entity, located at 2626 Countess of Egmont Street, in the City of Fernandina Beach, Nassau County, State of Florida.
6. *Copy of plan of merger.* A copy of the Plan of Merger will be furnished by the surviving entity, on request and without cost, to any person holding an interest in either of the merging entities.

IN WITNESS WHEREOF, we have hereunto subscribed our names on November 15, 2011.

NASSAU RURAL PROPERTIES, LLC:

By: Robert Peters

Robert Peters, Managing Member

By: Jeff Peters

Jeff Peters, Managing Member

NASSAU COMMERCIAL PROPERTIES, LLC

By: Robert Peters

Robert Peters, Managing Member

By: Jeff Peters

Jeff Peters, Managing Member