

M05000005091

Florida Department of State  
Division of Corporations  
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## MERGER OR SHARE EXCHANGE

SRK LADY LAKE 21 ASSOCIATES LLC

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## MERGER OR SHARE EXCHANGE

SRK LADY LAKE 21 ASSOCIATES LLC

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11/17/2008

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SECRETARY OF STATE  
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. 608.4382, 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>   |
|----------------------------------|---------------------|---------------------------|
| SRK Lady Lake 3.7 Associates LLC | Florida             | Limited liability company |
| SRK Lady Lake 21 Associates LLC  | Delaware            | Limited liability company |
|                                  |                     |                           |
|                                  |                     |                           |

L06-69550

**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>   |
|---------------------------------|---------------------|---------------------------|
| SRK Lady Lake 21 Associates LLC | Delaware            | Limited liability company |

M05-5091

**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 Chapters 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:

**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:

4033 Maple Road

Amherst, New York 14226

**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.608.4351-608.4395, Florida Statutes.

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

| Name of Entity/Organization:    | Signature(s):         | Typed or Printed Name of Individual: |
|---------------------------------|-----------------------|--------------------------------------|
| SRK Lady Lake 17 Associates LLC | <i>Steven J Longo</i> | Steven J Longo VP                    |
| SRK Lady Lake 21 Associates LLC | <i>Steven J Longo</i> | Steven J Longo VP                    |

| Corporations:                     | Chairman, Vice Chairman, President or Officer<br>(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:       | \$32.50 |
| For each General Partnership:       | \$25.00 |
| For each Other Business Entity:     | \$25.00 |

**Certified Copy (optional):** \$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>   |
|----------------------------------|---------------------|---------------------------|
| SRK Lady Lake 3.7 Associates LLC | Florida             | limited liability company |
| SRK Lady Lake 21 Associates 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>   |
|---------------------------------|---------------------|---------------------------|
| SRK Lady Lake 21 Associates LLC | Delaware            | limited liability company |

**THIRD:** The terms and conditions of the merger are as follows:

Upon the effective date of the merger, SRK Lady Lake 3.7 Associates LLC, a Florida limited liability company ("Lady Lake 3.7"), shall be merged with and into SRK Lady Lake 21 Associates LLC, a Delaware limited liability company (the "Company"), which shall continue to be governed by the laws of the State of Delaware, and the separate existence of Lady Lake 3.7 shall thereupon cease. The Merger shall be pursuant to the provisions and with the effect provided in the Limited Liability Company Act of the State of Florida and the Limited Liability Company Act of the State of Delaware.

*(Attach additional sheet if necessary)*

**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:

Upon the effective date of the merger, the outstanding membership interest of SRK Lady Lake 3.7

Associate LLC shall be cancelled and cease to be outstanding without any payment being made in respect

thereof. The members of Lady Lake 3.7 will become members of Lady Lake 21 and will hold

membership interests in Lady Lake 21 as set forth on Exhibit A attached hereto.

*(Attach additional sheet if necessary)*

B. The manner and basis of converting ~~rights to acquire~~ the interests, shares, obligations or other securities of each merged party into ~~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:

Not applicable.

*(Attach additional sheet if necessary)*

**FIFTH:** Any statements that are required by the laws under which each other business entity is formed, organized, or incorporated are as follows:

Not applicable.

*(Attach additional sheet if necessary)*

**SIXTH:** Other provisions, if any, relating to the merger are as follows:

Not applicable.

*(Attach additional sheet if necessary)*

**FILED**  
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SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

**EXHIBIT A**

**SRK LADY LAKE 21 ASSOCIATES LLC  
POST-MERGER**

| NAME AND ADDRESS                                                               | CAPITAL CONTRIBUTION | ECONOMIC INTEREST PERCENTAGE | VOTING INTEREST PERCENTAGE | CAPITAL ACCOUNTS |
|--------------------------------------------------------------------------------|----------------------|------------------------------|----------------------------|------------------|
| <b>Manager:</b>                                                                |                      |                              |                            |                  |
| Benchmark Properties Management Corp.<br>4053 Maple Road<br>Amherst, NY 14226  | \$0                  | 0%                           | 0%                         | 0%               |
| <b>Members:</b>                                                                |                      |                              |                            |                  |
| SRK Partnership Holdings, LLC<br>4053 Maple Road<br>Amherst, NY 14226          | \$700,647            | 12%                          | 12%                        | 1,332,294        |
| Arthur and Susan Gellman L'Chain Trust<br>4053 Maple Road<br>Amherst, NY 14226 | \$100                | 26%                          | 22.666%                    | 2,886,636        |
| George I. Gellman Irrevocable Trust<br>4053 Maple Road<br>Amherst, NY 14226    | \$100                | 26%                          | 22.666%                    | 2,886,636        |
| Clarke H. Narins Irrevocable Trust<br>4053 Maple Road<br>Amherst, NY 14226     | \$100                | 26%                          | 22.666%                    | 2,886,636        |
| John Rehak, Jr.<br>4053 Maple Road<br>Amherst, NY 14226                        | \$100                | 10%                          | 10%                        | 1,110,245        |
| MJBD Real Estate Holdings LLC<br>4053 Maple Road<br>Amherst, NY 14226          | \$100                | 10%                          | 10%                        | 1,110,245        |