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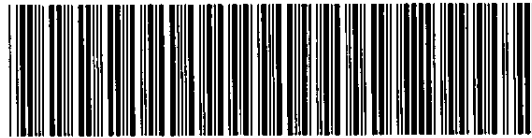
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Merger
8/5/14
DC



CORPORATION SERVICE COMPANY

ACCOUNT NO. : I20000000195

REFERENCE : 244440 8008103

AUTHORIZATION

[Handwritten Signature]

COST LIMIT : \$ 80.00

ORDER DATE : August 5, 2014

ORDER TIME : 11:46 AM

ORDER NO. : 244440-035

CUSTOMER NO: 8008103

ARTICLES OF MERGER

07-RINGLING FUND, LLC

INTO

RINGLING PROPERTY FUND I, LLC

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX CERTIFIED COPY
 PLAIN STAMPED COPY

CONTACT PERSON: Carina L. Dunlap

EXAMINER'S INITIALS: _____

COVER LETTER

TO: Amendment Section
Division of Corporations

SUBJECT: Ringling Property Fund I, LLC, a Delaware 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:

William G. Schlotthauer, Esq.

Contact Person

William G. Schlotthauer, PA

Firm/Company

8430 Enterprise Circle, Suite 210

Address

Lakewood Ranch, FL 34202

City, State and Zip Code

willschlotthauer@me.com

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

For further information concerning this matter, please call:

William Schlotthauer at (941) 524-5083

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

Prepared by and Return to:
William G. Schlotthauer, Esq.
8430 Enterprise Circle, Suite 210
Lakewood Ranch, Florida 34202
(941) 524-5083

FILED
14 AUG -5 PM 2:36

ARTICLES OF MERGER

OF

07-RINGLING FUND, LLC, a Florida limited liability company, into

RINGLING PROPERTY FUND I, LLC, a Delaware limited liability company

**Pursuant to Chapter 605 of the Florida Revised Limited Liability Company Act and
pursuant to the Delaware Limited liability Act**

The undersigned, as the manager of 07-Ringling Fund, LLC, a limited liability company organized and existing under the laws of the State of Florida (referred to herein as "Ringling 07"), and as manager of Ringling Property Fund I, LLC, a limited liability company organized and existing under the laws of the State of Delaware (referred to herein as "Property Fund"), hereby certify and state as follows:

ARTICLE 1 MERGER

Section 1.1 A special meeting of the members of Ringling 07 was held on July 8, 2014, after proper notice, for the purpose of adopting a Plan of Merger as between Ringling 07 and Property Fund with Property Fund being the surviving entity. A unanimous written consent of the members of Ringling 07 and Property Fund which was executed on July 9, 2014, adopting the Plan of Merger.

Section 1.2 Ringling 07 is a limited liability company organized and existing under the laws of the state of Florida. Property Fund is a limited liability company organized and existing under the laws of the state of Delaware and qualified to do business in the state of Florida. The name of the surviving entity is Ringling Property Fund I, LLC, a Delaware limited liability company.

ARTICLE 2 ORGANIZATIONAL DOCUMENTS

Section 2.1 The laws of the state of Florida, where Ringling 07 is organized and existing and the laws of the state of Delaware, where Property Fund is organized and existing permit the merger described herein.

Section 2.2 There are no changes to the Articles of Organization of the surviving entity.

ARTICLE 3 PLAN OF MERGER

Section 3.1 The Plan of Merger was adopted and approved by the members and manager of Ringling 07 in the manner prescribed by the laws of the state of Florida.

Section 3.2 The Plan of Merger was adopted and approved by the members and manager of Property Fund in the manner prescribed by the laws of the state of Delaware.

Section 3.3 Property Fund currently holds 100% of the outstanding membership interests of Ringling 07.

ARTICLE 4- EFFECTIVE DATE

Section 4.1 This merger shall become effective upon the latest filing date of the Articles of Merger with the respective secretaries of state for Florida and Delaware.

07- RINGLING FUND, LLC

By: Ringling Property Fund I, LLC, its manager

By: Ringling Management, LLC, its manager

By: 

Antoine Cantin, Manager

RINGLING PROPERTY FUND I, LLC

By: Ringling Management, LLC, its manager

By: 

Antoine Cantin, Manager

Country of France §
 §
 §

The foregoing instrument was acknowledged before me on this 12 day of July 2014 by Antoine Cantin, as Manager of Ringling Management, LLC, a Florida limited liability company, and Manager of Ringling Property Fund I, LLC, a Delaware limited liability company, on behalf of said limited liability company.

Notary Public, Country of France

Jean-Luc RICHARD
(printed name)

My commission expires:

Notary Seal

Country of France §
 §
 §

Jean-Luc RICHARD
Delphine LOISEAU-PRIEUR
Barbara THOMAS-DAVID
NOTAIRES
94, bd du Montparnasse - 75014 PARIS
Tél. : 01 40 64 13 64

The foregoing instrument was acknowledged before me on this 12 day of July 2014 by Antoine Cantin, as Manager of Ringling Management, LLC, a Florida limited liability company, and Manager of Ringling Property Fund I, LLC, a Delaware limited liability company, on behalf of said limited liability company.

Notary Public, Country of France

My commission expires:

Notary Seal

Jean-Luc RICHARD
Delphine LOISEAU-PRIEUR
Barbara THOMAS-DAVID
NOTAIRES
94, bd du Montparnasse - 75014 PARIS
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