

M 24461

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

☐

PICK-UP

☐

WAIT

☐

MAIL

(Business Entity Name)

(Document Number)

Certified Copies _____

Certificates of Status _____

Special Instructions to Filing Officer:

M 24461

609-430

609-431

A. LUNT

APR - 6 2009

EXAMINER

Office Use Only



000145269410

03/19/09--01020--005 **145.00

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA



FLORIDA DEPARTMENT OF STATE
Division of Corporations

March 20, 2009

STEPHEN A. TAMPOSI
2476 N. ESSEX AVE.
HERNANDO, FL 34442

SUBJECT: CANTERBURY LAKES, INC.
Ref. Number: M64461

We have received your document for CANTERBURY LAKES, INC. and your check(s) totaling \$145.00. However, the enclosed document has not been filed and is being returned for the following correction(s):

Every party listed in the merger must be active on the states records.

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) 245-6094.

Agnes Lunt
Regulatory Specialist II

Letter Number: 709A00009605



FLORIDA DEPARTMENT OF STATE
Division of Corporations

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Agnes Lunt
Regulatory Specialist II

Letter Number: 709A00009605



March 27, 2009

Via Fed Ex

Attention: Ms. Agnes Lunt
Florida Department of State
Division of Corporations
409 E. Gaines Street
Tallahassee, FL 32399

RE: Canterbury Lakes, Inc. - Certificate of Merger
Celina Hills Associates - Florida Registration
Pine Ridge Estates by Citrus Hills - Florida Registration

Dear Ms. Lunt:

Enclosed are Florida Registrations for Celina Hills Associates and Pine Ridge Estates by Citrus Hills, along with two checks in the sum of \$50.00 each for registration fees.

Also enclosed is a copy of your letter to Canterbury Lakes, Inc. dated March 20, 2009, along with the original Certificate of Merger you returned to us that date.

Please register Celina Hills Associates and Pine Ridge Estates by Citrus Hills, and file the Certificate of Merger thereafter.

If you have any questions, please call us at 352-746-6060. Thank you very much.

Sincerely,

Eric D. Abel
General Counsel

/dkd
enclosures

COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: Canterbury Lakes, Inc.

(Name of Surviving Party)

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

Please return all correspondence concerning this matter to:

Stephen A. Tamposi

(Contact Person)

Canterbury Lakes, Inc.

(Firm/Company)

2476 N. Essex Ave.

(Address)

Hernando, Florida 34442

(City, State and Zip Code)

For further information concerning this matter, please call:

Stephen A. Tamposi

(Name of Contact Person)

at (352) 746-6060

(Area Code and Daytime Telephone Number)



Certified copy (optional) ~~\$30.00~~ *Two (\$60.00)*

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. 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>
Celina Hills Associates	Florida	General Partnership
Pine Ridge Estates by Citrus Hills	Florida	General Partnership
Canterbury Lakes, Inc.	Florida	Corporation

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>
Canterbury Lakes, Inc.	Florida	Corporation

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:

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: _____

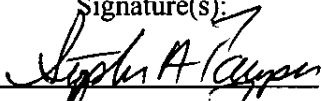
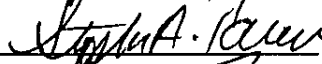

Mailing address: _____

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TALLAHASSEE, FLORIDA

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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:
Celina Hills Associates		Stephen A. Tamposi, G.P.
Pine Ridge Estates by Citrus Hills		Stephen A. Tamposi, G.P.
Canterbury Lakes, Inc.		Stephen A. Tamposi, President

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

<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
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PLAN OF MERGER

FIRST: The exact name, form/entity type, and jurisdiction for each **merging** party are as follows:

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Celina Hills Associates	Florida	General Partnership
Pine Ridge Estates by Citrus Hills	Florida	General Partnership
Canterbury Lakes, Inc.	Florida	Corporation

SECOND: The exact name, form/entity type, and jurisdiction of the **surviving** party as follows:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Canterbury Lakes, Inc.	Florida	Corporation

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

All assets and liabilities of the merging entities, as of the date of the merger, shall be held by the surviving entity. The pro rata value of the contributed assets, less liabilities, shall be recognized by a pro rata ownership resulting among the post-merger shareholders of the surviving entity.

(Attach additional sheet if necessary)

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 TALLAHASSEE, FLORIDA

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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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

The surviving corporation shall review its shareholders, and their ownership interests (pre- and post-merger), and ensure proper ownership interests are held post-merger to account for the effects of the merger.

(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 others securities of the survivor, in whole or in part, into cash or other property is as follows:

N/A.

(Attach additional sheet if necessary)

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TALLAHASSEE FLORIDA

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TALLAHASSEE, FLORIDA

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

N/A.

(Attach additional sheet if necessary)

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

N/A.

(Attach additional sheet if necessary)