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Florida Department of State

Division of Corporations

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Katherine Harris, Secretary of State

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To:

Division of Corporations

Fax Number : (850) 922-4000

From:

Account Name : CORPORATE & CRIMINAL RESEARCH SERVICES

Account Number : 110450000714

Phone : (850) 222-1173

Fax Number : (850) 224-1640

MERGER OR SHARE EXCHANGE

SOUTHEASTERN PROPERTY APPRAISERS, LLC

AL

Certificate of Status	0
Certified Copy	0
Page Count	04
Estimated Charge	\$87.50

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FLORIDA DEPARTMENT OF STATE

Katherine Harris
Secretary of State

February 28, 2000

CORPORATE & CRIMINAL RESEARCH SERVICES

SUBJECT: SOUTHEASTER PROPERTY APPRAISERS, LLC
REF: W00000005368

00 FEB 29 PM 2:00
J. W. HARRIS
SECRETARY OF STATE
CORPORATIONS

We received your electronically transmitted document. However, the document has not been filed. Please make the following corrections and refax the complete document, including the electronic filing cover sheet.

The articles of merger must meet the requirements of section(s) 607.1109, 608.4382, and/or 620.203, Florida Statutes.

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) 487-6094.

Agnes Lunt
Document Specialist

FAX Aud. #: H00000008404
Letter Number: 900A00010772

ARTICLES OF MERGER
Merger Sheet

MERGING:

SOUTHEASTERN PROPERTY APPRAISERS CORPORATION, A FLORIDA
ENTITY.

into

SOUTHEASTERN PROPERTY APPRAISERS, LLC, a Delaware entity
M99000002071

File date: February 29, 2000

Corporate Specialist: Agnes Lunt

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CERTIFICATE OF MERGER**OF****SOUTHEASTERN PROPERTY APPRAISERS CORPORATION,**
a Florida business corporationP93000001166
INTO**SOUTHEASTERN PROPERTY APPRAISERS, LLC,**
a Delaware limited liability company

m99000002071

RECEIVED
STATE OF FLORIDA
00 FEB 29 PM 2:00To the Department of State
State of Delaware

Pursuant to Section 18-209 of the Delaware Limited Liability Company Act, SOUTHEASTERN PROPERTY APPRAISERS, LLC, a Delaware limited liability company ("SPA LLC"), and SOUTHEASTERN PROPERTY APPRAISERS CORPORATION, a Florida business corporation ("SPA INC"), do hereby adopt the following Certificate of Merger:

1. Annexed hereto and made a part hereof is the Plan of Merger for merging SPA INC with and into SPA LLC that has been approved and executed by SPA INC and SPA LLC.
2. SPA LLC shall be the surviving entity after the merger and SPA INC shall cease to exist after the merger.
3. The merger of SPA INC with and into SPA LLC was approved by a majority of the Shareholders of SPA INC on January 4, 2000.
4. The merger of SPA INC with and into SPA LLC was approved by a majority of the Members of SPA LLC on January 4, 2000.
5. The merger of SPA INC with and into SPA LLC is permitted by the laws of the jurisdictions of organization of SPA LLC and SPA INC and has been authorized in compliance with said laws.
6. The effective time and date of the merger herein provided for in the State of Delaware shall be 11:59 p.m. on February 24, 2000.
7. The original executed Plan of Merger is on file at the place of business of SPA LLC, at 1560 Le Jeune Road, Coral Gables, Florida 33140.
8. A copy of the Plan of Merger will be furnished by SPA LLC on request and without cost to any stockholder of any constituent corporation or member of any limited liability company.

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9. The present Certificate of Formation of SPA LLC shall remain the Certificate of Formation of SPA LLC as the surviving entity of the merger.

Executed on February 16, 2000.

SOUTHEASTERN PROPERTY APPRAISERS
CORPORATION, a Florida business corporation

By: 

Robert Ludwig, III, President

SOUTHEASTERN PROPERTY APPRAISERS,
LLC, a Delaware limited liability company

By: 

Robert Ludwig, III, President

MLA 196323-1.054862.0011

00 FEB 29 PM 2:00

STATE
DIVISION OF CORPORATIONS

PLAN OF MERGER

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DIVISION OF REVENUE
00 FEB 29 PM 2:00

1. Southeastern Property Appraisers Corporation, which is a business corporation of the State of Florida ("SPA INC"), hereby merges with and into Southeastern Property Appraiser, LLC, a Delaware limited liability company ("SPA LLC") pursuant to the provisions of the Florida Business Corporation Act (the "Florida Act") and the Delaware Limited Liability Company Act (the "Delaware Act").
2. The separate existence of SPA INC and SPA LLC shall cease at the effective time and date of the merger pursuant to the provisions of the Florida Act, and SPA LLC shall continue its existence as the surviving LLC pursuant to the provisions of the laws of the State of Delaware.
3. The shares of stock in SPA INC that are issued immediately prior to the effective time and date of the merger shall be converted into one hundred percent (100%) of the equity interests in SPA LLC, as the surviving entity in the merger.
4. The merger of SPA INC with and into SPA LLC was approved by a majority of the Shareholders of SPA INC.
5. The merger of SPA INC with and into SPA LLC was approved by a majority of the Members of SPA LLC.
6. The Certificate of Formation of SPA LLC in effect at the effective time and date of the merger in the state of Delaware will be the Certificate of Formation and changed in the manner prescribed by the provisions of the laws of the State of Delaware of SPA LLC as the surviving LLC and will continue in full force and effect until amended.
7. The Limited Liability Company Agreement of SPA LLC in effect with the effective time and date of the merger in the State of Delaware will be the Limited Liability Company Agreement of SPA LLC as the surviving LLC of the merger and will continue in full force and effect until changed, altered or amended as therein provided and in the manner prescribed by the provisions of the laws of the State of Delaware.
8. The managers and officers in office of SPA LLC at the effective time and date of the merger in the State of Delaware shall be the members of the first board of managers and the first officers of SPA LLC as the surviving LLC of the merger, all of whom shall hold their management positions and offices until the election and qualification of their respective successors or until their tenure is otherwise terminated in accordance with the limited liability company of SPA LLC.
9. The Plan of Merger herein made and approved shall be submitted to the shareholders of SPA LLC for their approval or rejection in the manner prescribed by the provisions of the Florida Business Corporation Act in the merger of SPA INC with and into SPA LLC shall be authorized in the manner prescribed by the laws of the State of Delaware as the jurisdiction of organization of the surviving entity.

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10. The Management Board and the proper officers of SPA LLC, and the Board of Directors and the proper officers of SPA INC, are hereby authorized, empowered, and directed to do any and all acts and things, and to make, execute, deliver, file, and/or record any and all instruments, papers, and documents which shall be or become necessary, proper or convenient to carry out or put into effect any of the provisions of this Plan of Merger or of the merger herein provided for.

SOUTHEASTERN PROPERTY APPRAISERS,
LLC, a Delaware limited liability company

By: 

Robert P. Ludwig, III, President

SOUTHEASTERN PROPERTY APPRAISERS
CORPORATION, a Florida business corporation

By: 

Robert P. Ludwig, III, President

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