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(Requestor's Name)

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(Business Entity Name)

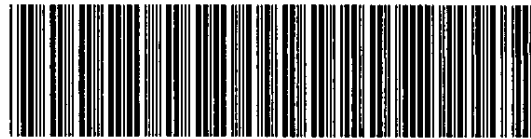
(Document Number)

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07/12/17--01012--003 \*\*105.00

06/19/17--01013--013 \*\*137.50

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SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
2017 JUL 10 PM 4:49

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## Thomas F. Hudgins, PLLC

Thomas F. Hudgins, J.D., LLM  
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Board Certified in Tax Law

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2800 Davis Boulevard, Suite 203,  
Naples, FL 34104-4370  
ph (239) 263-7660 fax (239) 263-7509

Danielle Simmons, J.D.  
Danielle@naplestax.com

June 14, 2017

To: Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

Re: Articles of Merger & Agreement of Merger and Plan of Reorganization  
Certificate of Merger for Florida Limited Partnership  
Certificate of Conversion for Florida Limited Partnership into "Other Organization"  
Certificate of Conversion for Florida Partnership into "Other Organization"

Attn: Merger Specialist

Enclosed you will find the above referenced documents for filing. It would be necessary to file them in the below sequence:

1. Articles of Merger & Agreement of Merger and Plan of Reorganization - \$35.00
2. Certificate of Merger for Florida Limited Partnership - \$52.50
3. Certificate of Conversion for Florida Limited Partnership into "Other Organization"- \$25.00
4. Certificate of Conversion for Florida Partnership into "Other Organization"- \$25.00

I have included check #5299 in the amount of \$137.50

If you should have any questions please do not hesitate to call the number listed above.

Sincerely,

/s/Thomas F. Hudgins, Esq.  
Thomas F. Hudgins, Esq.

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DIVISION OF CORPORATIONS  
JUL 10 PM 4:46  
TALLAHASSEE, FL 32314

# Articles of Merger

The following articles of merger are submitted in accordance with the Florida Business Corporation Act, pursuant to section 607.1105, Florida Statutes.

First: The name and jurisdiction of the surviving corporation:

Name	Jurisdiction	Document Number
Pretty Island Management Co	FL	P01000001027

Second: The name and jurisdiction of each merging corporation:

Name	Jurisdiction	Document Number
Rock Creek Phase I	FL	P04000007542
Rock Creek Phase II	FL	P04000007546
Rock Creek Phase III	FL	P04000007511

Third: The Plan of Merger is attached.

Fourth: The merger shall become effective on the date the Articles of Merger are filed with the Florida Department of State.

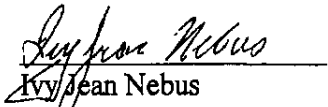
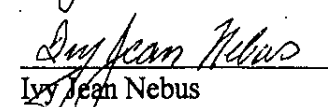
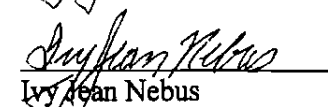
Fifth: Adoption of Merger by surviving corporation

The Plan of Merger was adopted by the shareholders of the surviving corporation on June 9th, 2017.

Sixth: Adoption of Merger by merging corporations

The Plan of Merger was adopted by the shareholders of the merging corporation(s) on June 9th, 2017.

Seventh: SIGNATURES FOR EACH CORPORATION

Name of Corporation	Signature of an Officer	Title
Rock Creek Phase I	 Ivy Jean Nebus	President
Rock Creek Phase II	 Ivy Jean Nebus	President
Rock Creek Phase III	 Ivy Jean Nebus	President

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DIVISION OF CORPORATIONS  
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# Agreement of Merger and Plan of Reorganization.

Agreement of Merger and Plan of Reorganization dated this 9<sup>th</sup> day of June, 2017 by and between **Rock Creek Phase I**, a Florida corporation, **Rock Creek Phase II**, a Florida corporation, **Rock Creek Phase III**, a Florida corporation (hereinafter the "merging corporations") and **Pretty Island Management**, a Florida corporation (hereinafter called "Pretty Island").

WHEREAS: The Boards of Directors of the merging corporations and **Pretty Island** have resolved that the merging corporations be merged and pursuant to the General Corporate Law of the State of Florida and the General Corporate Law of the State of Florida into a single corporation existing under the laws of the State of Florida, to wit, **Pretty Island**, which shall be the surviving corporation (such corporation in its capacity as such surviving corporation being sometimes referred to herein as the "Surviving Corporation") in a transaction qualifying as a reorganization within the meaning of Section 368(a)(1)(A) of the Internal Revenue Code; and

WHEREAS, The authorized capital stock of each of the merging corporations consists of 1,000 shares of Common Stock with a par value of \$.10 per share (hereinafter called "the merging corporations Common Stock"), of which 3,000 shares are issued and outstanding; and

WHEREAS, **Ivy Jean Nebus** is the sole shareholder of all of the issued and outstanding stock in the merging corporations and is a 60% shareholder in **Pretty Island**; and

WHEREAS, The authorized capital stock of **Pretty Island** consists of 10,000 shares of Common Stock with a par value of \$1.00 per share (hereinafter called "**Pretty Island** Common Stock"), 1,000 shares of which are issued and outstanding; and

WHEREAS, The respective Boards of Directors of the merging corporations and **Pretty Island** have approved the merger upon the terms and conditions hereinafter set forth and have approved this Agreement.

NOW, THEREFORE, in consideration of the premises and the mutual agreements, provisions, and covenants herein contained, the parties hereto hereby agree in accordance with the General Corporate Law of the State of Florida that the merging corporations shall be, at the Effective Date (as hereinafter defined), merged (hereinafter called "Merger") into a single corporation existing under the laws of the State of Florida, to wit, **Pretty Island**, which shall be the Surviving Corporation, and the parties hereto adopt and agree to the following agreements, terms, and conditions relating to the Merger and the mode of carrying the same into effect.

## ARTICLE 1. Stockholders' Meetings; Filings; Effects of Merger

1.1 The Merging Corporations Stockholders' Meeting. the merging corporations shall call a meeting of its stockholder to be held in accordance with the General Corporate Law of the

State of Florida at the earliest practicable date, upon due notice thereof to its stockholders to consider and vote upon, among other matters, adoption of this Agreement.

1.2 Action by the Merging Corporations. On or before 05/31/2017, **the merging corporations** shall adopt this Agreement in accordance with the General Corporate Law of the State of Florida.

1.3 Filing of Certificate of Merger; Effective Date. If (a) this Agreement is adopted by the stockholders of **the merging corporations** in accordance with the General Corporate Law of the State of Florida (b) this Agreement has been adopted by the stockholders of **Pretty Island**, in accordance with the General Corporate Law of the State of Florida, and (c) this Agreement is not thereafter, and has not theretofore been, terminated or abandoned as permitted by the provisions hereof, then a Certificate of Merger shall be filed and recorded in accordance with the General Corporate Law of the State of Florida and these Articles of Merger shall be filed with the Plan of Merger. Such filings shall be made on the same day. The Merger shall become effective at 9:00 A.M. on the calendar day following the day of such filing in Florida, which date and time are herein referred to as the "Effective Date."

1.4 Certain Effects of Merger. On the Effective Date, the separate existence of **the merging corporations** shall cease, and **the merging corporations** shall be merged into **Pretty Island** which, as the Surviving Corporation, shall possess all the rights, privileges, powers, and franchises, of a public as well as of a private nature, and be subject to all the restrictions, disabilities, and duties of **the merging corporations**; and all and singular, the rights, privileges, powers, and franchises of **the merging corporations**, and all property, real, personal, and mixed, and all debts due to **the merging corporations** on whatever account, as well for stock subscriptions and all other things in action or belonging to **the merging corporations**, shall be vested in the Surviving Corporation; and all property, rights, privileges, powers, and franchises, and all and every other interest shall be thereafter as effectually the property of the Surviving Corporation as they were of **the merging corporations**, and the title to any real estate vested by deed or otherwise, under the laws of Florida or any other jurisdiction, in **the merging corporations**, shall not revert or be in any way impaired; but all rights of creditors and all liens upon any property of **the merging corporations** shall be preserved unimpaired, and all debts, liabilities, and duties of **the merging corporations** shall thenceforth attach to the Surviving Corporation and may be enforced against it to the same extent as if said debts, liabilities, and duties had been incurred or contracted by it. At any time, or from time to time, after the Effective Date, the last acting officers of **the merging corporations** or the corresponding officers of the Surviving Corporation, may, in the name of **the merging corporations**, execute and deliver all such proper deeds, assignments, and other instruments and take or cause to be taken all such further or other action as the Surviving Corporation may deem necessary or desirable in order to vest, perfect, or confirm in the Surviving Corporation title to and possession of all **the merging corporations's** property, rights, privileges, powers, franchises, immunities, and interests and otherwise to carry out the purposes of this Agreement.

ARTICLE 2. Name of Surviving Corporation; Certificate of Incorporation; By-Laws

2.1 Name of Surviving Corporation. The name of the Surviving Corporation from and after the Effective Date shall be **Pretty Island Management**.

2.2 Certificate of Incorporation. The Certificate of Incorporation of **Pretty Island** as in effect on the date hereof shall from and after the Effective Date be, and continue to be, the Certificate of Incorporation of the Surviving Corporation until changed or amended as provided by law except that Article 1 shall be amended in accordance with 2.1 hereof.

2.3 By-Laws. The By-Laws of **Pretty Island**, as in effect immediately before the Effective Date, shall from and after the Effective Date be, and continue to be, the By-Laws of the Surviving Corporation until amended as provided therein.

ARTICLE 3. Status and Conversion of Securities

The manner and basis of converting the shares of the capital stock of the merging corporations and the nature and amount of securities of **Pretty Island** which the holders of shares of **the merging corporations** Common Stock are to receive in exchange for such shares are as follows:

3.1 the Merging Corporations Common Stock. Each one share of **the merging corporations** Common Stock which shall be issued and outstanding immediately before the Effective Date shall, by virtue of the Merger and without any action on the part of the holder thereof, be converted at the Effective Date into one fully paid share of **Pretty Island** Common Stock, and outstanding certificates representing shares of **the merging corporations** Common Stock shall thereafter represent shares of **Pretty Island** Common Stock. Such certificates may, but need not be, exchanged by the holders thereof after the merger becomes effective for new certificates for the appropriate number of shares bearing the name of the Surviving Corporation.

3.2 Pretty Island Common Stock Held by the merging corporations. All issued and outstanding shares of **Pretty Island** Common Stock held by **the merging corporations** immediately before the Effective Date shall, by virtue of the Merger and at the Effective Date, cease to exist and certificates representing such shares shall be cancelled.

ARTICLE 4. Miscellaneous

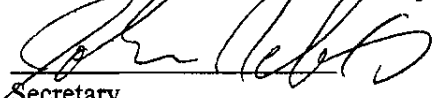
4.1. This Agreement of Merger may be terminated and the proposed Merger abandoned at any time before the Effective Date of the Merger, and whether before or after approval of this Agreement of Merger by the shareholders of **the merging corporations**, if the Board of Directors of **the merging corporations** or of the Surviving Corporation duly adopt a resolution abandoning this Agreement of Merger.

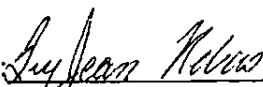
4.2. For the convenience of the parties hereto and to facilitate the filing of this Agreement of Merger, any number of counterparts hereof may be executed; and each such counterpart shall be deemed to be an original instrument.

IN WITNESS WHEREOF, this Agreement has been executed by the Officers of: Rock Creek Phase I, a Florida corporation; Rock Creek Phase II, a Florida Corporation and Rock Creek Phase III, a Florida corporation and Pretty Island Management, a Florida corporation, all on the date first above written.

ATTEST:

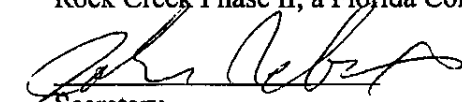
Rock Creek Phase I, a Florida Corporation

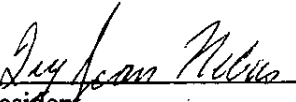
  
Secretary  
(SEAL)

By:   
Its President

ATTEST:

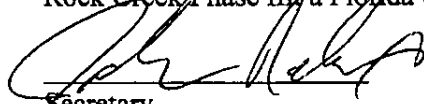
Rock Creek Phase II, a Florida Corporation

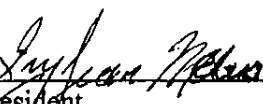
  
Secretary  
(SEAL)

By:   
Its President

ATTEST:

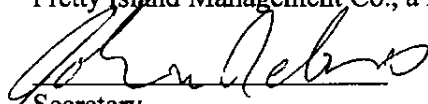
Rock Creek Phase III, a Florida Corporation

  
Secretary  
(SEAL)

By:   
Its President

ATTEST:

Pretty Island Management Co., a Florida Corporation

  
Secretary  
(SEAL)

By:   
Its President