

P05000097747

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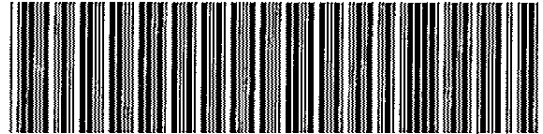
(Business Entity Name)

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SECRETARY OF STATE  
TALLAHASSEE, FL 32301

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CLERK OF SUPERIOR COURT  
TALLAHASSEE, FLORIDA

*Merger*

C. Coulllette JUL 18 2005



CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 485538 82866A

AUTHORIZATION

*Patricia Pizuto*

COST LIMIT : \$ 78.75

ORDER DATE : July 15, 2005

ORDER TIME : 2:18 PM

ORDER NO. : 485538-005

CUSTOMER NO: 82866A

CUSTOMER: H. Adam Airth, Jr., Esq  
Clark, Campbell & Mawhinney,  
Suite 800  
500 South Florida Avenue  
Lakeland, FL 33801

ARTICLES OF MERGER

RESOURCE-REALTY INVESTMENT  
SECURITIES ENTERPRISES,  
INCORPORATED

INTO

BROOKSTONE SECURITIES, INC.

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

XX \_\_\_\_\_ CERTIFIED COPY  
\_\_\_\_\_ PLAIN STAMPED COPY

CONTACT PERSON: Darlene Ward

EXAMINER'S INITIALS: \_\_\_\_\_

## ARTICLES OF MERGER

The following Articles of Merger are submitted in accordance with Florida Statutes Section 607.1105 and Kentucky Revised Statutes Section 271B.11-010.

1. The name and jurisdiction of the surviving corporation is:

**BROOKSTONE SECURITIES, INC.**, a Florida corporation  
(Florida Document # P05000097747)  
P.O. Box 8087  
Lakeland, Florida 33802

2. The name and jurisdiction of the merging corporation is:

**RESOURCE-REALTY INVESTMENT SECURITIES ENTERPRISES  
INCORPORATED**, a/k/a RISE, Inc., a Kentucky corporation  
(Kentucky Organization # 0174617)  
P.O. Box 8087  
Lakeland, Florida 33802

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SECRETARY OF STATE  
FALLASSEE, FL 39907

3. The Plan of Merger is attached hereto.

4. By its President's signature below, the surviving corporation, Brookstone Securities, Inc., agrees that it may be served with process in the Commonwealth of Kentucky for enforcement of any obligation of the merging corporation, Resource-Realty Investment Securities Enterprises, Incorporated (a/k/a RISE, Inc.), as well as for enforcement of any obligation of the surviving corporation arising from the merger. For any proceeding described in the foregoing sentence, the surviving corporation appoints the Secretary of State for the Commonwealth of Kentucky as its agent for service of process in the Commonwealth of Kentucky and identifies the address listed above as the address of the surviving corporation to which a copy of the process should be mailed by the Secretary of State.

4. The merger shall become effective on the date these Articles of Merger are filed.

5. The Plan of Merger was recommended by the board of directors and approved by all of the shareholders of the surviving corporation on July 14, 2005.

6. The Plan of Merger was recommended by the board of directors and approved by all of the shareholders of the merging corporation on July 14, 2005.

Surviving Corporation:  
Brookstone Securities, Inc.,  
a Florida corporation

By: 

Antony L. Turbeville, its President

Merging Corporation  
Resource- Realty Investment Securities  
Enterprises, Incorporated, a/k/a RISE, Inc.,  
a Kentucky corporation

By: 

Antony L. Turbeville, its President

## **PLAN OF MERGER**

The following is a Plan of Merger dated this 14<sup>th</sup> day of June, 2005, by and between **BROOKSTONE SECURITIES, INC.**, a Florida corporation (the "Surviving Corporation") and **RESOURCE-REALTY INVESTMENT SECURITIES ENTERPRISES, INCORPORATED** a/k/a RISE, Inc., a Kentucky corporation (the "Merging Corporation").

1. **Merger.** Effective as of the date the Articles of Merger are filed, the Merging Corporation shall be merged with and into the Surviving Corporation. Upon the merger, the separate existence of the Merging Corporation shall cease. The corporate existence of the Surviving Corporation shall continue under the name **BROOKSTONE SECURITIES, INC.** and the Surviving Corporation shall be a Florida corporation. The title to all real estate and other property owned by the Merging Corporation and the Surviving Corporation shall be vested in the Surviving Corporation without reversion or impairment and without further act or deed (except as may be required by governing law). The Surviving Corporation shall assume all liabilities and obligations of the Merging Corporation and the Surviving Corporation as of the Effective Date. Any proceeding pending against the Merging Corporation or the Surviving Corporation may be continued as if the merger did not occur or the Surviving Corporation may be substituted in the proceeding for the Merging Corporation.

2. **Approval of Merger.** This Plan of Merger has been recommended to the shareholders of the Surviving Corporation by the Board of Directors of the Surviving Corporation and duly approved and adopted by all of the shareholders of the Surviving Corporation. This Plan of Merger has been recommended to the shareholders of the Merging Corporation by the Board of Directors of the Merging Corporation and duly approved and adopted by all of the shareholders of the Merging Corporation.

3. **Conversion of Interests.** The Surviving Corporation was recently formed solely to merge with the Merging Corporation for the purpose of converting the merged entity into a Florida corporation. Currently, the ownership of all interests, shares, obligations or other securities ("Ownership Interests") in and to the Merging Corporation is identical to the Ownership Interests in and to the Surviving Corporation. All of the Ownership Interests in and to the Merging Corporation shall be converted into and shall become Ownership Interests in and to the Surviving Corporation. Because the ownership of each of the Merging Corporation and Surviving Corporation is identical pre-merger, no additional Ownership Interests in the Surviving Corporation shall be issued as a result of this merger.

4. **Corporate Incidents.**

(a) **Articles of Incorporation.** The Articles of Incorporation of the Surviving Corporation, as currently in effect, shall be the Articles of Incorporation of the Surviving Corporation following the consummation of this merger.

(b) **Bylaws.** The Bylaws of the Merging Corporation, as currently in effect, shall be the Bylaws of the Surviving Corporation following the consummation of this merger.

(c) Board of Directors and Officers. The Board of Directors of the Surviving Corporation shall consist of the persons who are members of the Board of Directors of the Merging Corporation immediately prior to the consummation of this merger. The members of the Board of Directors shall hold office until their successors have been elected and qualified. The officers of the Merging Corporation immediately prior to the consummation of this merger shall continue in such offices following the merger.

(d) Federal Tax Identification Number. The Surviving Corporation will use the Merging Corporation's federal taxpayer identification number and remain subject to all federal tax elections made by the Merging Corporation.

5. Filing. As soon as is practicable following the adoption of this Plan of Merger, the appropriate executive officer of the Surviving Corporation and Merging Corporation shall execute the Articles of Merger and file, or cause to be filed, the Articles of Merger and this Plan of Merger with the appropriate offices of the Florida Department of State, the Kentucky Secretary of State and such other state or local governmental agencies as may be necessary or appropriate.