

P08000055685

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COVER LETTER

TO: Registration Section
Division of Corporations

SUBJECT: L J B DEVELOPMENT GROUP, 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:

CHARLES I. HOLDEN, JR., ESQ.

Contact Person

Holden, Carpenter, Roscow & Kurdziel, PL

Firm/Company

5608 NW 43rd Street

Address

Gainesville, FL 32653

City, State and Zip Code

lisa.ljbd@gmail.com

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

For further information concerning this matter, please call:

Charles I. Holden, Jr., Esq.

Name of Contact Person

at (352)

377-5900

Area Code and Daytime Telephone Number



Certified copy (optional) \$30.00

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

**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>
L J & B PROPERTIES, LLC L07000072175	FLORIDA	LIMITED LIABILITY COMPANY

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>
L J B DEVELOPMENT GROUP P08000055685 INC.	FLORIDA	PROFIT 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:

N/A

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:

N/A

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: N/A

Mailing address: N/A

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:
<u>L J & B Properties, LLC</u>	<u>X <i>Lisa Baker</i></u>	<u>Lisa J. Baker, MGRM</u>
<u>L J B Development Group, Inc.</u>	<u>X <i>Lisa Baker</i></u>	<u>Lisa J. Baker, Pres.</u>
_____	_____	_____
_____	_____	_____

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:

<u>Name</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
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*****SEE ATTACHED****

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>
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*****SEE ATTACHED*****

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

*****SEE ATTACHED*****

(Attach additional sheet if necessary)

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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:

****SEE ATTACHED****

(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:

*****SEE ATTACHED*****

(Attach additional sheet if necessary)

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

*****SEE ATTACHED*****

(Attach additional sheet if necessary)

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

*****SEE ATTACHED*****

(Attach additional sheet if necessary)

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PLAN OF MERGER

The following plan of merger is submitted in compliance with section 608.438, F.S. and in accordance with the laws of any other applicable jurisdiction of incorporation.

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>
L J & B PROPERTIES, LLC	FLORIDA	limited liability company

SECOND: The exact name, form/entity type, and jurisdiction for each surviving party are as follows:

<u>NAME</u>	<u>JURISDICTION</u>	<u>FORM/ENTITY TYPE</u>
L J B DEVELOPMENT GROUP, INC.	FLORIDA	corporation

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

A. Terms and Conditions. On the effective date of the merger, the separate existence of the merging party shall cease, and the surviving party shall succeed to all the rights, privileges, immunities, and franchises, and all the property, real, personal, and mixed of the merging party, without the necessity for any separate transfer. The surviving party shall thereafter be responsible and liable for all liabilities and obligations of the merging party, and neither the rights of

creditors nor any liens on the property of the merging party shall be impaired by the merger.

B. Cancellation of Units of Membership. LISA J. BAKER is the sole Member of the LLC, therefore, through this Plan of Merger, the outstanding units of membership owned by LISA J. BAKER shall be canceled as of the effective date of the merger, and all rights thereto shall terminate.

C. Changes in Articles of Incorporation. The Articles of Incorporation of the surviving party shall continue to be its Articles of Incorporation following the effective date of the merger.

D. Changes in Bylaws. The Bylaws of the surviving party shall continue to be its Bylaws following the effective date of the merger.

E. Directors and Officers. The directors and officers of the surviving party on the effective date of the merger shall continue as the directors and officers of the surviving party for the full unexpired terms of their offices and until their successors have been elected or appointed and qualified.

F. Prohibited Transactions. Neither of the constituent parties shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the merging and surviving parties may

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take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

G. Approval by Stockholders, Members and Managers. This plan of merger shall be submitted for the approval of the stockholders of the surviving party and the Members and Managers of the merging party, in the manners provided by the applicable laws of the State of Florida at meetings to be held on or before November 7, 2012, or at such other time as to which the board of directors of the surviving party and Members and Managers of the merging party may agree.

H. Effective Date of Merger. The effective date of this merger shall be the date when the certificate of merger is filed by the Florida Department of State.

I. Abandonment of Merger. This plan of merger may be abandoned by action of the board of directors of the surviving party and Members and Managers of the merging party at any time prior to the effective date or on the happening of either of the following events:

(a) If the merger is not approved by the stockholders of the surviving party or the Members and Managers of the merging party on or before November 7, 2012; or

(b) If, in the judgment of the board of directors of the surviving party the merger would be impracticable because of the number of dissenting stockholders asserting appraisal rights under the laws of the State of Florida.

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J. Execution of Agreement. This plan of merger may be executed in any number of counterparts, and each such counterpart shall constitute an original instrument.

L J B DEVELOPMENT GROUP, INC.,
a Florida corporation

By: Lisa J. Baker
LISA J. BAKER, Its President

L J & B PROPERTIES, LLC, a
Florida limited liability
company

By: Lisa J. Baker
LISA J. BAKER, Its
Manager/Member

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