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2012 JAN -5 AM 10:47
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Merger

TBrown

1-9-12

C. B. MYERS III; P. A.

ATTORNEY AT LAW

202 E. Stuart Avenue
PO Box 1410
Lake Wales, FL 33859-1410

(863) 679-5337 • FAX (863) 679-5215

December 28, 2011

Department of State
Division of Corporations
Clifton Building
2661 Executive Center Circle
Tallahassee, FL 32301

Re: Filing of Articles of Merger

To Whom It May Concern:

Enclosed please find an original, executed Articles of Merger to be filed with the Department of State as soon as possible. I have included a check for \$78.75 which is the fee for the two parties referred to in the document and for one certified copy to be returned to us.

If you have any questions, please feel free to contact this office at your convenience.

Sincerely,



Deborah Partlow
Assistant to C. B. Myers III

Enclosure

C. B. MYERS III, P. A.

ATTORNEY AT LAW

202 E. Stuart Avenue
PO Box 1410
Lake Wales, FL 33859-1410

(863) 679-5337 • FAX (863) 679-5215

January 5, 2012

Ms. Theresa Brown
Department of State
Division of Corporations
2661 W Executive Center Circle
Clifton Building
Tallahassee FL 32301

Re: Articles of Merger and Plan of Merger

Dear Ms. Brown:

Thank you for helping us out with the Merger documents for Ridge Manor Land Company, Inc. and Mills Land Management Corporation today. Enclosed please find the revised documents that were discussed. It is my understanding that you are holding the check we sent to you previously for the filing of these new documents.

If you have any questions, please feel free to contact this office at your convenience.

Sincerely,



Deborah Partlow
Assistant to C. B. Myers III

RECEIVED

12 JAN -6 PM 9:14

Enclosure

TALLAHASSEE, FLORIDA

ARTICLES OF MERGER

of

**MILLS LAND MANAGEMENT CORPORATION,
A FLORIDA CORPORATION**

and

**RIDGE MANOR LAND COMPANY, INC.
A FLORIDA CORPORATION**

These Articles of Merger are adopted by and between MILLS LAND MANAGEMENT CORPORATION, a Florida corporation ("Mills") and RIDGE MANOR LAND COMPANY, INC., a Florida corporation ("Ridge Manor"), who state as follows:

1. The above stated entities adopted a Plan of Merger dated the 28th day of February, 2011, being attached hereto as **Exhibit "A"**, with said Plan of Merger being unanimously adopted and approved by all of the shareholders and directors of Mills and all of the shareholders and directors of Ridge Manor on February 28, 2011 pursuant to the applicable provisions of Chapters 607 of the Florida Statutes.

2. Pursuant to and as further set forth in said Plan of Merger, all issued and outstanding stock of Mills will be acquired by Ridge Manor by means of a merger of Mills into Ridge Manor.

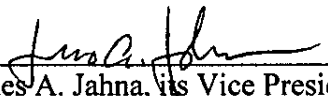
3. Ridge Manor shall be the surviving entity upon completion of the Plan of Merger, and shall continue to be a corporation under the laws of the State of Florida, and Mills shall cease its separate existence.

IN WITNESS WHEREOF, the parties have set their hands and seals on these Articles of Merger this 28th day of February, 2011.

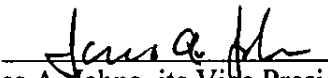
SIGNATURES ON FOLLOWING PAGE

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

MILLS LAND MANAGEMENT CORPORATION,
a Florida corporation

By: 
James A. Jahna, its Vice President

RIDGE MANOR LAND COMPANY, INC.,
a Florida corporation,

By: 
James A. Jahna, its Vice President

PLAN OF MERGER

This Plan of Merger (the "Plan of Merger"), dated February 28th, 2011, is made by and among MILLS LAND MANAGEMENT CORPORATION, a Florida corporation ("MILLS"), and RIDGE MANOR LAND COMPANY, INC, a Florida corporation ("Ridge Manor"), who state as follows:

WHEREAS, MILLS and RIDGE MANOR desire that MILLS merge into RIDGE MANOR, with RIDGE MANOR being the surviving entity, on the terms, and subject to the conditions set forth in this Plan of Merger.

WHEREAS, the sole shareholder and all directors of MILLS and the sole shareholder and all directors of RIDGE MANOR have determined that it is advisable that MILLS and RIDGE MANOR be merged on the terms and conditions set forth herein, in accordance with the applicable provisions of Chapters 607 of the Florida Statutes.

NOW THEREFORE, for and in consideration of the sum of ten dollars and other good and valuable consideration the receipt and sufficiency of which is hereby acknowledged, the parties hereto agree as follows:

ARTICLE I **RECITALS**

The above stated recitals are true and correct and are incorporated herein by reference.

ARTICLE II **MERGER**

1. For purposes of this Plan of Merger, the term "effective date" shall mean the effective date as set forth by Florida Statute.

2. On the effective date, MILLS shall be merged into RIDGE MANOR. The separate existence of MILLS shall cease at the effective date and the existence of RIDGE MANOR shall continue as a corporation under the Laws of the State of Florida, unaffected and unimpaired by the merger, with all rights, privileges, immunities, and franchises, of a public as well as of a private nature, and subject to all of the duties and liabilities of corporations organized under the laws of the State of Florida.

3. As an effect of this merger, and at the effective date, RIDGE MANOR shall possess all of the rights, privileges, and immunities of MILLS, and shall be responsible and liable for all liabilities and obligations of MILLS, all as more particularly set forth in Chapter 607, Florida Statutes.

4. This Plan of Merger has been unanimously adopted and approved by the shareholders and directors of MILLS and the shareholders and directors of RIDGE MANOR pursuant to the laws of the State of Florida.

ARTICLE III **TERMS OF THE MERGER**

1. Each and every share of stock of MILLS issued and outstanding or owned by MILLS prior to the merger described herein shall, by virtue of the merger be canceled of record simultaneously with the effectiveness of the merger.

2. As soon as practical after the effective date, the sole shareholder of MILLS shall surrender its certificates of stock for cancellation to comply with the terms of the merger stated herein.

3. If at any time after the effective date, any of the corporate parties hereto shall determine that any further conveyances, agreements, documents, instruments, and assurances for any further action is necessary or desirable to carry out the provisions of this Plan of Merger, the appropriate officers of such corporation or member or manager of such limited liability company, as the case may be, whether past or remaining in office, shall execute and deliver any and all proper conveyances, agreements, documents, instruments, and assurances and perform all necessary or proper acts, to carry out the provisions of this Plan of Merger.

4. Upon the closing of this Plan of Merger, MILLS and RIDGE MANOR shall cause their respective officers/manager to execute Articles of Merger which shall be delivered for filing to the Florida Secretary of State.

5. At any time before the effective date, this Plan of Merger may be terminated and the merger abandoned by mutual consent of MILLS and RIDGE MANOR, notwithstanding favorable action of the shareholders/members of the respective entities.

6. At any time before the effective date, this Plan of Merger may be amended by the mutual consent of the MILLS and RIDGE MANOR.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger as of the date first written above:

MILLS LAND MANAGEMENT CORPORATION,
a Florida corporation

By: James A. Jahna
James A. Jahna, its Vice President

RIDGE MANOR LAND COMPANY, INC.,
a Florida corporation

By: James A. Jahna
James A. Jahna, its Vice President