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001/007

Division of Corporations

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701093

Florida Department of State  
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## MERGER OR SHARE EXCHANGE

Ye Mystic Krewe of Gasparilla

Certificate of Status	1
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Page Count	06
Estimated Charge	\$157.50

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**ARTICLES OF MERGER  
OF  
PARAMOUNT CASS II, LLC,  
AND  
1114 CASS STREET II, LLC  
INTO  
YE MYSTIC KREWE OF GASPARILLA**

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Pursuant to the provisions of the Florida Statutes, Paramount Cass II, LLC, ("Paramount Cass"), a Florida limited liability company, 1114 Cass Street II, LLC ("Cass Street"), a Florida limited liability company, and Ye Mystic Krewe of Gasparilla ("YMKG"), a Florida not-for-profit corporation, adopt the following Articles of Merger for the purpose of merging Paramount Cass and Cass Street into YMKG (the "Merger").

**Article I  
Plan of Merger**

The plan of merger for the Merger (the "Plan of Merger") within the meaning of the Florida Statutes is as set forth in Exhibit A to these Articles of Merger, which is incorporated herein and made part of these Articles of Merger for all purposes.

**Article II  
Statement of Approval**

The Plan of Merger was approved by Paramount Cass, Cass Street, and YMKG in accordance with the applicable provisions of the Florida Statutes.

**Article III  
Compliance with Laws and Agreements**

The Merger is permitted under the laws of the State of Florida and is not prohibited by the articles or incorporation, bylaws, articles of organization or the operating agreement of any entity that is a party to the Merger.

**Article IV  
Effective Date**

The Merger shall become effective upon the filing of these Articles of Merger with the Secretary of State of the State of Florida.

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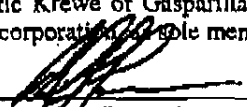
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IN WITNESS WHEREOF, these Articles of Merger have been executed in accordance with the requirements of the Florida Statutes by the parties as of the 25<sup>th</sup> day of July, 2007.

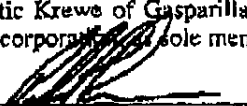
Paramount Cass II, LLC,  
a Florida limited liability company

By: Ye Mystic Krewe of Gasparilla, a Florida  
not-for-profit corporation, sole member

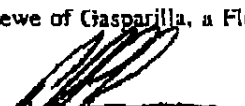
By:   
Name: Preston L. Farrior  
Title: President and Captain

1114 Cass Street II, LLC,  
a Florida limited liability company

By: Ye Mystic Krewe of Gasparilla, a Florida  
not-for-profit corporation, sole member

By:   
Name: Preston L. Farrior  
Title: President and Captain

Ye Mystic Krewe of Gasparilla, a Florida not-for-profit  
corporation

By:   
Name: Preston L. Farrior  
Title: President and Captain

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**EXHIBIT A**  
**AGREEMENT AND PLAN OF MERGER**

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## Exhibit A

## AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Agreement") is made and entered into as of July 25<sup>th</sup> 2007, by and among 1114 Cass Street II, LLC ("Cass Street"), a Florida limited liability company, Paramount Cass II, LLC ("Paramount Cass"), a Florida limited liability company, and Ye Mystic Krewe of Gasparilla ("YMKG"), a Florida not-for-profit corporation, pursuant to the Florida Statutes.

Background

Cass Street and Paramount Cass were formed as limited liability companies under the laws of the State of Florida on July 18, 2007, and are in good standing. YMKG was originally formed as a not-for-profit corporation under the laws of the State of Florida on April 29, 1911, and reincorporated on March 20, 1980 and is in good standing. YMKG is the sole member of both Cass Street and Paramount Cass. Pursuant to this Agreement, Cass Street and Paramount Cass (individually a "Merged Company" and collectively the "Merged Companies") will merge with and into YMKG and the separate existence of the Merged Companies will cease (the "Merger"). YMKG will survive and own all of the rights and property and be subject to all of the liabilities of the Merged Companies.

The purpose of the Merger is to consolidate the holding of certain real property, currently held in equal undivided tenant-in-common interests by the Merged Companies, into a single entity, YMKG.

Operative Terms

1. Parties to the Merger. The name of each entity that is a party to the Merger and the jurisdiction of formation are as follows:

Name	Jurisdiction of Formation	Entity Type	Florida Document/Registration No.
Paramount Cass II, LLC	Florida	Limited Liability Company	L07000074265
1114 Cass Street II, LLC	Florida	Limited Liability Company	L07000074264
Ye Mystic Krewe of Gasparilla	Florida	Not-for-Profit Corporation	701093

2. Merger. Upon the terms set forth in this Agreement, and in accordance with the Florida Statutes, at the Effective Time (as defined in Section 3 below), Cass Street and Paramount Cass shall be merged with and into YMKG. Following the Effective Time, the separate existence of each of Cass Street and Paramount Cass shall cease and YMKG shall continue as the surviving entity in the merger (the "Surviving Entity") and will succeed to and assume all rights and obligations of each of Cass Street and Paramount Cass in accordance with the Florida Statutes. The separate existence of YMKG with all its rights, privileges, immunities, powers and franchises shall continue unaffected by the Merger. The Merger will have the effects specified in Section 607.11101 of the Florida Statutes.

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3. Effective Time. YMKG will cause Articles of Merger (the "Articles of Merger") to be executed as provided in the Florida Statutes and delivered to the Secretary of State of the State of Florida. The Merger shall be effective upon the filing of the Articles of Merger with the Secretary of State of Florida (the "Effective Time").

4. Effect of the Merger. At the Effective Time, as a result of the Merger and without any action on the part of any of Cass Street, Paramount Cass or YMKG, the membership units of each of the Merged Companies shall automatically be canceled and retired and shall cease to be issued, without payment of any consideration therefore and shall cease to exist.

5. Filing of Certified Articles of Merger. YMKG shall cause a copy of the Articles of Merger which has been certified by the Florida Secretary of State to be filed in the recording office of each county in which real property is held by any of the Merged Companies immediately prior to the Effective Time.

6. Counterparts. This Agreement may be executed in any number of counterparts, each such counterpart being deemed to be an original instrument, and all such counterparts shall together constitute the same agreement.

7. Governing Law. This Agreement shall be deemed to be made in and in all respect shall be interpreted, construed and governed by and in accordance with the laws of the State of Florida, without regard to the conflict of law principles thereof.

8. Severability. The provisions of this Agreement shall be deemed severable and the invalidity or unenforceability of any provision shall not affect the validity or enforceability of the other provisions hereof. If any provision of this Agreement, or the application thereof to any person or any circumstance, is invalid or unenforceable, (a) a suitable and equitable provision shall be substituted therefor in order to carry out, so far as may be valid and enforceable, the intent and purpose of such invalid or unenforceable provision and (b) the remainder of this Agreement and the application of such provision to other persons or circumstances shall not be affected by such invalidity or unenforceability, nor shall such invalidity or unenforceability affect the validity or enforceability of such provision, or the application thereof in any other jurisdiction.

9. Entire Agreement; No Third-Party Beneficiaries. This Agreement (including the documents and instruments referred to herein) (a) constitutes the entire agreement, and supersedes all prior agreements and understandings, both written and oral, among the parties with respect to the subject matter of this Agreement and (b) is not intended to confer upon any person other than the parties any rights or remedies.

10. Further Assurances. The parties shall execute and deliver such further instruments and do such further acts and things as may be required to carry out the intent and purposes of this Agreement.

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IN WITNESS WHEREOF, this Agreement and Plan of Merger has been approved by each entity that is a party to the merger in accordance with the requirements of the Florida Statutes as of July 25<sup>th</sup>, 2007.

Paramount Cass II, LLC,  
a Florida limited liability company

By: Ye Mystic Krewe of Gasparilla, a Florida  
not-for-profit corporation, sole member

By: \_\_\_\_\_  
Name: Preston L. Farrior  
Title: President and Captain

1114 Cass Street II, LLC,  
a Florida limited liability company

By: Ye Mystic Krewe of Gasparilla, a Florida  
not-for-profit corporation, sole member

By: \_\_\_\_\_  
Name: Preston L. Farrior  
Title: President and Captain

Ye Mystic Krewe of Gasparilla, a Florida not-for-profit  
corporation

By: \_\_\_\_\_  
Name: Preston L. Farrior  
Title: President and Captain

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