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Florida Department of State
Division of Corporations
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TALLAHASSEE, FLORIDA

MERGER OR SHARE EXCHANGE**TOLL FL I, LLC**

Certificate of Status	0
Certified Copy	0
Page Count	09
Estimated Charge	\$125.00

D. BRUCE

JUL 31 2009

EXAMINER**RECEIVED**

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EFFECTIVE DATE 7/31/09

**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>	
Colonial 40 I, LLC	Florida	Limited Liability Company	L05000114970
Colonial 40 II, LLC	Florida	Limited Liability Company	L05000114971
Naples Lakes Country Club, L.L.C.	Florida	Limited Liability Company	L99000008001
Palm Cove Golf & Yacht Club I LLC	Florida	Limited Liability Company	L01000006475

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>	
Toll FL I LLC	Florida	Limited Liability Company	L03000031370

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.

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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:

July 31, 2009

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:

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:

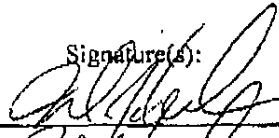
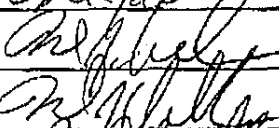
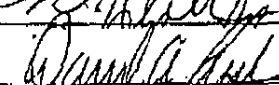
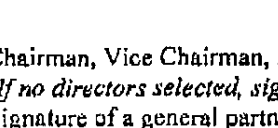
Street address: _____

Mailing address: _____

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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:
Toll FL I LLC		Mark Warshauer, VP
Colonial 40 I, LLC		Mark Warshauer, VP
Colonial 40 II, LLC		Mark Warshauer, VP
Naples Lakes Country Club, L.L.C.		David Larkin, Manager

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

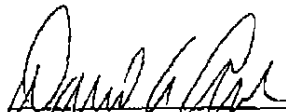
<u>Fees:</u> For each Limited Liability Company:	\$25.00
For each Corporation:	\$35.00
For each Limited Partnership:	\$52.50
For each General Partnership:	\$25.00
For each Other Business Entity:	\$25.00

<u>Certified Copy (optional):</u>	\$30.00
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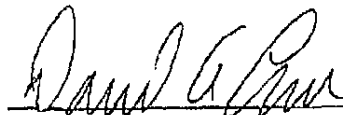
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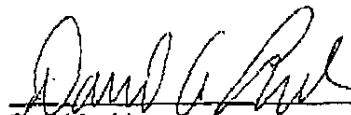
PALM COVE GOLF & YACHT CLUB I LLC

By: 
David Larkin
Manager

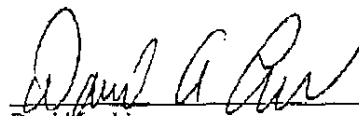
PALM COVE GOLF & YACHT CLUB II LLC

By: 
David Larkin
Manager

PALM COVE MARINA I LLC

By: 
David Larkin
Manager

PALM COVE MARINA II LLC

By: 
David Larkin
Manager

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CERTIFICATE OF MERGER

ATTACHMENT

<u>Name of Merging Party</u>	<u>Jurisdiction</u>	<u>Form/Entity Type</u>
Palm Cove Golf & Yacht Club II LLC	Florida	Limited Liability Company
Palm Cove Marina I LLC	Florida	Limited Liability Company
Palm Cove Marina II LLC	Florida	Limited Liability Company

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PLAN AND AGREEMENT OF MERGER

THIS PLAN AND AGREEMENT OF MERGER, dated as of the 28th day of July, 2009 by and among Toll FL I LLC, a Florida limited liability company (the "Survivor"), and Colonial 40 I, LLC, Colonial 40 II, LLC, Naples Lakes Country Club, L.L.C., Palm Cove Golf & Yacht Club I LLC, Palm Cove Golf & Yacht Club II LLC, Palm Cove Marina I LLC and Palm Cove Marina II LLC, each a Florida limited liability company (individually, a "Merging Companies" and collectively, the "Merging Companies"). The Survivor and the Merging Companies are sometimes collectively referred to herein as the "Constituent Entities".

Background of Agreement

The Survivor is a limited liability company organized under the laws of the State of Florida by its Articles of Organization, which were filed on August 21, 2003.

Colonial 40 I LLC is a limited liability company organized under the laws of the State of Florida by its Articles of Organization, which were filed on December 1, 2005.

Colonial 40 II LLC is a limited liability company organized under the laws of the State of Florida by its Articles of Organization, which were filed on December 1, 2005.

Naples Lakes Country Club, L.L.C. is a limited liability company organized under the laws of the State of Florida by its Articles of Organization, which were filed on November 22, 1999.

Palm Cove Golf & Yacht Club I LLC is a limited liability company organized under the laws of the State of Florida by its Articles of Organization, which were filed on April 26, 2001.

Palm Cove Golf & Yacht Club II LLC is a limited liability company organized under the laws of the State of Florida by its Articles of Organization, which were filed on April 26, 2001.

Palm Cove Marina I LLC is a limited liability company organized under the laws of the State of Florida by its Articles of Organization, which were filed on December 6, 2001.

Palm Cove Marina II LLC is a limited liability company organized under the laws of the State of Florida by its Articles of Organization, which were filed on December 7, 2001.

The sole member of each of the Constituent Entities have resolved that a merger of the Merging Companies into the Survivor in the manner and upon the terms and conditions hereinafter set forth is in the best interests of each of the parties hereto.

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NOW THEREFORE, the parties hereto, intending to be legally bound hereby and in consideration of the mutual covenants herein contained, agree as follows:

1. MERGER

The Survivor and the Merging Companies shall be merged into a single limited liability company in accordance with the applicable provisions of the Florida Limited Liability Company Act by the Merging Companies merging into the Survivor. The separate existence of the Merging Companies shall cease upon the "Effective Date" (as hereinafter defined) of the merger, and the Survivor shall thereafter possess all rights, privileges, immunities, powers, licenses, permits and franchises, both of a public and private nature, all of the property (real, personal, and fixed), all debts due on any account, and all stock subscriptions and other choses in action belonging to or inuring to the Merging Companies. Each and every asset of each of the Merging Companies as of the Effective Date shall be vested, or continue to be vested, in the Survivor without further act or deed. The title to any property (real, personal or fixed) vested in each of the Merging Companies, whether by deed or otherwise, shall not revert or be in any way impaired by reason hereof. All of the rights of creditors and all liens upon the respective properties of the Merging Companies shall be preserved unimpaired and the Merging Companies shall be deemed to continue in existence to preserve the same. All debts, liabilities, restrictions and duties of the Merging Companies shall attach to the Survivor and be enforced against it to the same extent as if they had been incurred or contracted by it.

2. ARTICLES OF ORGANIZATION, LIMITED LIABILITY COMPANY OPERATING AGREEMENT AND MEMBERSHIP INTERESTS

2.1 The Articles of Organization and the Limited Liability Company Agreement of the Survivor shall continue in full force and effect unless and until subsequently amended.

2.2 The sole member of the Survivor on the Effective Date of the merger shall continue as the sole member of the Survivor.

3. MERGER PROCEDURE

3.1 Approval of Plan and Agreement of Merger. The Plan and Agreement of Merger shall be submitted to the members of the Constituent Entities for their approval.

3.2 Filing. Forthwith upon the approval by the members of the Constituent Entities to the merger as provided in Section 3.1 hereof, if the Plan and Agreement of Merger has not then been terminated pursuant to Section 5 hereof, there shall be filed a Certificate of Merger with the Florida Secretary of State duly executed by the managers or officers of the Constituent Entities.

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3.3 Effective Date. The merger provided herein shall become effective for all purposes on July 31, 2009 (herein called the "Effective Date").

4. ADDITIONAL DOCUMENTS

The Merging Companies hereby agree, from time to time and at any time, before or after the Effective Date, as and when requested by the Survivor or its successors or assigns, to execute and deliver, or cause to be executed and delivered, all such deeds, instruments and other documents, and to take or cause to be taken all such further acts, as the Survivor may deem necessary or desirable to vest in and to confirm to the Survivor title to and possession of any property of the Merging Companies acquired or to be acquired or adopted by reason of, or as a result of, the merger provided for herein, and otherwise to carry out the intent and purposes hereof.

5. TERMINATION

This Plan and Agreement of Merger and the merger provided for herein may be terminated and abandoned at any time prior to the Effective Date by the consent of the members of the Constituent Entities.

[SIGNATURES ON THE FOLLOWING PAGE]

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