

LD60000039394

(Requestor's Name)

(Address)

(Address)

(City/State/Zip/Phone #)

PICK-UP WAIT MAIL

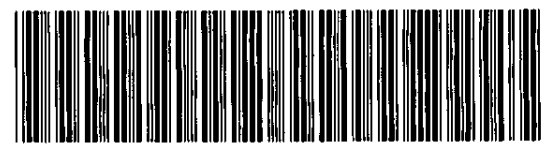
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

Special Instructions to Filing Officer:

Office Use Only



700254437097

12/30/13--01001--011 **80.00

RECEIVED
DEPARTMENT OF STATE
13 DEC 27 PM 2:58

EFFECTIVE DATE
Jan 1, 2014

Morgan/CC
@ 12/30/13

CORPDIRECT AGENTS, INC. (formerly CCRS)
515 EAST PARK AVENUE
TALLAHASSEE, FL 32301
222-1173

FILING COVER SHEET
ACCT. #FCA-23

CONTACT: Kim Weidenbach

DATE: 12/27/13

REF. #: 9004467

CORP. NAME: MINTO FLORIDA DEVELOPMENTS, LLC merging into: MINTO FLORIDA HOLDINGS, LLC

** File Fourth **

- ARTICLES OF INCORPORATION ARTICLES OF AMENDMENT ARTICLES OF DISSOLUTION
- ANNUAL REPORT TRADEMARK/SERVICE MARK FICTITIOUS NAME
- FOREIGN QUALIFICATION LIMITED PARTNERSHIP LIMITED LIABILITY
- REINSTATEMENT MERGER WITHDRAWAL
- CERTIFICATE OF CANCELLATION

OTHER:

** Effective Date 1/1/14 **

STATE FEES PREPAID WITH CHECK# 700123 28 FOR \$ 80.00

AUTHORIZATION FOR ACCOUNT IF TO BE DEBITED:

COST LIMIT: \$ _____

PLEASE RETURN:

- CERTIFIED COPY CERTIFICATE OF GOOD STANDING PLAIN STAMPED COPY
- CERTIFICATE OF STATUS

Examiner's Initials

EFFECTIVE DATE

April, 2014

CERTIFICATE OF MERGER

THIS CERTIFICATE OF MERGER (this "Certificate") is hereby submitted in accordance with Section 608.4382, Florida Statutes, as of January 1, 2014.

FIRST: The name, street address of its principal office, jurisdiction of organization, and entity type of the merging entity is as follows:

MINTO FLORIDA DEVELOPMENTS, LLC, a Florida limited liability company

Address: 4400 W. Sample Road, Suite 200
Coconut Creek, FL 33073

Document #: L06000039390

SECOND: The name, street address of its principal office, jurisdiction of organization, and entity type of the surviving entity is as follows:

MINTO FLORIDA HOLDINGS, LLC, a Florida limited liability company

Address: 4400 W. Sample Road, Suite 200
Coconut Creek, FL 33073

Document #: L06000039394

THIRD: The Agreement and Plan of Merger, attached hereto as Exhibit A, meets the requirements of Section 608.438, Florida Statutes, and was approved by each of Minto Florida Developments, LLC and Minto Florida Holdings, LLC in accordance with the applicable provisions of Chapter 608, Florida Statutes.

FOURTH: The merger shall become effective as of January 1, 2014.

[Signature(s) on following page(s).]

IN WITNESS WHEREOF, the undersigned have executed this Certificate to be effective as of the date first above written.

MERGING ENTITY:

MINTO FLORIDA DEVELOPMENTS, LLC,
a Florida limited liability company

By: 

Name: Michael J. Belmont

Title: President

By: 

Name: John F. Carter

Title: Vice President

SURVIVING ENTITY:

MINTO FLORIDA HOLDINGS, LLC,
a Florida limited liability company

By: 

Name: Michael J. Belmont

Title: President

By: 

Name: John F. Carter

Title: Vice President

EXHIBIT A

AGREEMENT AND PLAN OF MERGER

See attachment.

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER (this "Plan") is executed, adopted and approved as of January 1, 2014 by and between MINTO FLORIDA DEVELOPMENTS, LLC, a Florida limited liability company (the "Merging Entity"), and MINTO FLORIDA HOLDINGS, LLC, a Florida limited liability company (the "Surviving Entity").

WHEREAS, all of the managers and the sole member of the Merging Entity and all of the *managers and all of the members of the Surviving Entity* have determined that it is advisable and in the best interests of each such entity and its respective members that the Merging Entity be merged with and into the Surviving Entity on the terms and subject to the conditions set forth herein (the "Merger").

NOW, THEREFORE, in consideration of the foregoing and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

ARTICLE I

The Merger

At the Effective Date (as hereinafter defined), the Merging Entity shall be merged with and into the Surviving Entity in accordance with the Florida Limited Liability Company Act, as amended, and the separate existence of the Merging Entity shall cease and the Surviving Entity shall thereafter continue as the surviving entity under the laws of the State of Florida.

ARTICLE II

The Surviving Company

At the Effective Date, the Articles of Organization of the Surviving Entity, as in effect immediately prior to the Effective Date, shall be the Articles of Organization of the Surviving Entity.

At the Effective Date, the Operating Agreement of the Surviving Entity, as in effect immediately prior to the Effective Date, shall be the Operating Agreement of the Surviving Entity, until thereafter altered, amended or repealed in accordance with applicable laws and the Articles of Organization and Operating Agreement of the Surviving Entity.

At the Effective Date, the officers of the Surviving Entity shall be the officers of the Surviving Entity until their successors are appointed and have been qualified.

ARTICLE III

Manner and Basis of Converting Membership Units

At the Effective Date, (i) all of the outstanding membership units of the Merging Entity shall be surrendered to the Surviving Entity and canceled, and no additional units or membership interests of the Surviving Entity or other property will be issued in exchange therefor, and (ii) all of the outstanding membership units of the Surviving Entity shall remain outstanding, and the current members of the Surviving Entity shall continue to own the same number of units or membership interests of the Surviving Entity as immediately prior to the Effective Date.

ARTICLE IV

Approval

The Merger contemplated by this Plan has previously been submitted to and approved by the respective members and managers of the Merging Entity and the Surviving Entity. The proper managers and members of the Merging Entity and the Surviving Entity shall be, and hereby are, authorized and directed to perform all such further acts and execute and deliver to the proper authorities for filing all documents necessary or proper to render the Merger effective.

ARTICLE V

Effect of Merger

At the Effective Date, all property, rights, privileges, powers and franchises of the Merging Entity shall vest in the Surviving Entity, and all liabilities and obligations of the Merging Entity shall become liabilities and obligations of the Surviving Entity.

ARTICLE VI

Effective Date

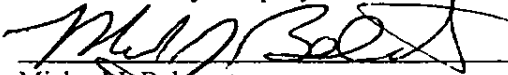
As used in this Plan, the term "Effective Date" shall mean January 1, 2014.

[Signature(s) on following page(s).]

IN WITNESS WHEREOF, the undersigned have executed this Plan to be effective as of the Effective Date.

MERGING ENTITY:


MINTO FLORIDA DEVELOPMENTS, LLC,
a Florida limited liability company


By: 
Name: Michael J. Belmont
Title: President

By: 
Name: John F. Carter
Title: Vice President

SURVIVING ENTITY:

MINTO FLORIDA HOLDINGS, LLC,
a Florida limited liability company

By: 
Name: Michael J. Belmont
Title: President

By: 
Name: John F. Carter
Title: Vice President