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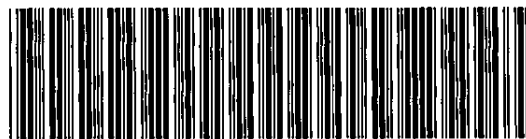
(Business Entity Name)

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

2008 DEC 29 PM 1:23

FILED

C. LEWIS

DEC 31 2008

EXAMINER

FILED

Certificate and Plan of Merger

2008 DEC 29 PM 1:23

The following constitutes a plan of merger in accordance with Florida Statutes §§620.2106 and 608.438 and a certificate of merger prepared for filing in accordance with Florida Statutes §§620.2108 and 608.4382. In this merger, Fat Deer Key, Limited, a limited partnership formed under the laws of the State of Florida, will merge into Fat Deer Key, LLC, a limited liability company formed under the laws of the State of Florida, which will be the surviving entity.

1. Terms and Conditions of Merger.

The merger shall take effect upon filing these articles of merger with the Secretary of State, State of Florida.

2. Manner and Basis of Converting Interests of the Members.

The interests of the members of Fat Deer Key, LLC will be unchanged by this merger, and the interests of the partners of Fat Deer Key, Limited will be converted upon the effective date into the right to receive cash in the aggregate amount of three dollars. There are no and shall be no continuing rights to acquire interests in either company.

3. Articles of Organization and Operating Agreement of the Surviving Entity.

The surviving entity is Fat Deer Key, LLC, a Florida limited liability company, and its articles of organization and operating agreement will not be changed as a result of this merger. Management of Fat Deer Key, LLC, the surviving entity, is not vested in one or more managers.

4. Effective Date of the Merger.

The merger shall be effective on December 31, 2008.

5. Provision Authorizing Abandonment.

Neither party to this merger is authorized to abandon the proposed merger.

6. Approval.

This plan of merger was approved by each company in accordance with the applicable provisions of Chapters 608 and 620 of the Florida Statutes.

7. Appraisal and Appraisal Rights.

The undersigned sole member of Fat Deer Key, LLC hereby votes for and approves the merger. Therefore, no member of Fat Deer Key, LLC is entitled to appraisal rights as a result of this merger.

WITNESS our signatures this 23 day of December, 2008.

Fat Deer Key, LLC

Fat Deer Key, Limited

By: Coury Investments, LLLP, its
sole member

By: FAT DEER KEY MANAGEMENT CORP. I,
a General Partner

By: Mary Ann Bell
Mary Ann Bell, General Partner

By: Amelia Coury
Amelia Coury, its President

And:

By: Patricia C. Lawrence
Patricia C. Lawrence, General Partner

By: FAT DEER KEY MANAGEMENT CORP. II,
a General Partner

By: Mary Ann Bell
Mary Ann Bell, its President

By: FAT DEER KEY MANAGEMENT CORP. III,
a General Partner

By: Patricia C. Lawrence
Patricia C. Lawrence, its President