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(Requestor's Name)

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☐ PICK-UP

☐ WAIT

☐ MAIL

(Business Entity Name)

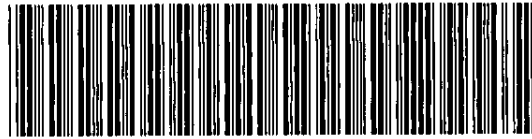
(Document Number)

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EXAMINER



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City/State/Zip

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DIVISION OF CORPORATIONS
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CORPORATION NAME(S) & DOCUMENT NUMBER(S), (if known):

1. DN Associates, LLC ; FC Parcel 73, LLC
(Corporation Name) (Document #)

2. into
(Corporation Name) (Document #)

3. FCC Preserve, LLC
(Corporation Name) (Document #)

4. _____
(Corporation Name) (Document #)

☒ Walk in

☐ Pick up time _____

☒ Certified Copy

☐ Mail out

☐ Will wait

☐ Photocopy

☐ Certificate of Status

NEW FILINGS

- ☐ Profit
- ☐ Not for Profit
- ☐ Limited Liability
- ☐ Domestication
- ☐ Other

AMENDMENTS

- ☐ Amendment
- ☐ Resignation of R.A., Officer/Director
- ☐ Change of Registered Agent
- ☐ Dissolution/Withdrawal
- ☒ Merger

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

REGISTRATION/QUALIFICATION

- ☐ Foreign
- ☐ Limited Partnership
- ☐ Reinstatement
- ☐ Trademark
- ☐ Other

Examiner's Initials

**CERTIFICATE OF MERGER
OF
DY ASSOCIATES, LLC
AND
FC PARCEL 73, LLC
WITH AND INTO
FCC PRESERVE, LLC**

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DIVISION OF CORPORATIONS
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Pursuant to Section 608.4382, Florida Statutes, the undersigned hereby submit the following Certificate of Merger:

1. DY Associates, LLC, a Delaware limited liability company, and FC Parcel 73, LLC, a Florida limited liability company, shall be merged with and into FCC Preserve, LLC, Florida limited liability company, which shall be the surviving entity (the "Merger").

2. The name, street address of its principal office, jurisdiction and entity type of DY Associates, LLC and FC Parcel 73, LLC, the merging entities, are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
DY Associates, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Delaware	Limited Liability Company
FC Parcel 73, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Florida	Limited Liability Company

3. The name, street address of its principal office, jurisdiction and entity type of FCC Preserve, LLC, the surviving entity, is as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FCC Preserve, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Florida	Limited Liability Company

4. The Merger shall become effective upon the filing of this Certificate of Merger with the Florida Department of State.

5. A copy of the Agreement and Plan of Merger dated as of the date hereof, pursuant to which the Merger was approved by DY Associates, LLC, FC Parcel 73, LLC and FCC Preserve, LLC, is attached hereto.

6. The Agreement and Plan of Merger was approved by (i) all of the members of FCC Preserve, LLC and all of the members of FC Parcel 73, LLC, in accordance with chapter 608, Florida Statutes, and (ii) all of the members of DY Associates, LLC, in accordance with

Title 6, Section 18-209 of the Delaware Limited Liability Company Act, as required by each party's respective governing law.

7. Pursuant to Section 608.4382(2), Florida Statutes, a copy of this Certificate of Merger, certified by the Department of State, may be filed in the official records of any county in the State of Florida in which DY Associates, LLC, FC Parcel 73, LLC or FCC Preserve, LLC holds any interest in real property.

[Signatures appear on the following page]

IN WITNESS WHEREOF, this Certificate of Merger has been executed on behalf of each of the merging entities and the surviving entity as of the 2nd day of September, 2011.

SURVIVING ENTITY:

FCC PRESERVE, LLC,
a Florida limited liability company

By: Aubrey J. Ferrao
Name: Aubrey J. Ferrao
Title: Manager and President *and not individually*

MERGING ENTITIES:

DY ASSOCIATES, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

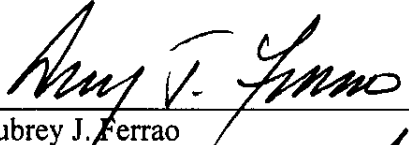
By: Aubrey J. Ferrao
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and not individually*

FC PARCEL 73, LLC,
a Florida limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: 
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and*
not individually

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is made as of the 2nd day of ~~September~~ 2011, by and among DY Associates, LLC, a Delaware limited liability company ("DYA"), FC Parcel 73, LLC, a Florida limited liability company ("FCP73"), and FCC Preserve, LLC, a Florida limited liability company ("Preserve").

WITNESSETH

WHEREAS, the respective members of each of DYA, FCP73 and Preserve deem it advisable and in their best interests to have DYA and FCP73 merge with and into Preserve pursuant to this Plan and the applicable respective provisions of the laws of the State of Florida and the State of Delaware (such transaction being hereinafter referred to as the "Merger"), and the members of each of DYA, FCP73 and Preserve have approved this Plan and the Merger contemplated hereby;

NOW, THEREFORE, the parties hereto, in consideration of the premises, mutual covenants and agreements herein contained, hereby agree as follows:

ARTICLE 1 THE MERGER

On the Effective Date of the Merger (as hereinafter defined) and in accordance with the respective laws of the State of Florida and the State of Delaware, DYA and FCP73 will merge with and into Preserve, with Preserve being the limited liability company surviving the Merger (hereinafter sometimes referred to as the "Surviving Company") as a limited liability company organized and existing under the laws of the State of Florida.

ARTICLE 2 EFFECTIVE DATE

A Certificate of Merger substantially in the form attached as Exhibit A and a Certificate of Merger substantially in the form attached Exhibit B hereto, executed in accordance with the respective laws of the State of Florida and the State of Delaware, shall be filed with the Secretary of State of the State of Florida and the Secretary of State of the State of Delaware. The Merger shall become effective upon the filing of the Certificate of Merger relating to the Merger with the Secretary of State of the State of Florida, as prescribed by law (such date hereinafter sometimes referred to as the "Effective Date of the Merger").

ARTICLE 1 CERTAIN RESULTS OF THE MERGER

(a) Succession by Surviving Company. Upon the Merger becoming effective and by virtue thereof:

(i) The separate limited liability company existence of DYA, FCP73 and Preserve shall cease and DYA, FCP73 and Preserve shall become merged and be a single limited liability company, with Preserve as the Surviving Company.

(ii) Except as herein specifically set forth, the identity, existence, purposes, rights, privileges, immunities, powers and authority of Preserve shall continue in effect and be unimpaired by the Merger.

(b) Limited Liability Company Operating Agreement. Upon the Merger becoming effective, the limited liability company operating agreement of Preserve as in effect immediately prior to the Merger becoming effective shall be the limited liability company operating agreement of the Surviving Company until amended in the manner provided by law.

(c) Address of Surviving Company. Upon the Merger becoming effective, the street address of the principal office of the Surviving Company shall be 8156 Fiddler's Creek Parkway, Naples, Florida 34114.

ARTICLE 2

CONVERSION OF INTERESTS UPON THE EFFECTIVE DATE OF THE MERGER

(a) DY Associates, LLC Interests. At the effective time of the Merger, all membership interests in DY Associates, LLC shall be converted into membership interests in the Surviving Company.

(b) FC Parcel 73, LLC Interests. At the effective time of the Merger, all membership interests in FC Parcel 73, LLC shall be converted into membership interests in the Surviving Company.

(c) FCC Preserve, LLC Interests. At the effective time of the Merger, all membership interests in FCC Preserve, LLC shall remain issued and outstanding in the same manner as set forth immediately before the Merger.

(d) Resulting Interests. As a result of (and immediately following) the Merger, Fiddler's Creek, LLC, a Delaware limited liability company and the sole member of each of DYA, FCP73 and Preserve immediately prior to the Merger, shall become the holder of 100% of the membership interests in the Surviving Company.

ARTICLE 3

MISCELLANEOUS

(a) Amendments. This Plan shall not be modified or amended except by an instrument in writing signed by or on behalf of the parties hereto.

(b) Counterparts. This Plan may be executed in any number of counterparts, each of which shall be deemed an original but all of which together shall constitute one and the same instrument.

(c) Governing Law. This Plan shall be governed in all respects, including validity, interpretation and effect, by the laws of the State of Florida.

(d) Assignment. This Plan and all of the provisions hereof shall be binding upon and inure to the benefit of the parties hereto and their respective successors and permitted assigns, but neither this Plan nor any of the rights, interest or obligations hereunder shall be assigned by any of the parties hereto without the prior written consent of the other parties.

(e) Execution of Documents. Each of DYA and FCP73 shall from time to time, as and when requested by Preserve, execute and deliver all such documents and instruments and take all such action necessary or desirable to evidence or carry out the Merger.

(f) Headings. The headings of the sections and articles of this Plan are inserted for convenience only and shall not constitute a part hereof.

(g) Waiver. The respective members of DYA, FCP73 and Preserve hereby waive any and all notification requirement otherwise required pursuant to Section 608.4381(3) of the Florida Statutes.

[Remainder of page intentionally blank]

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Merger to be duly executed on their behalf as of the date first above written.

DY ASSOCIATES, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: *Aubrey J. Ferrao*
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and*
not individually

FC PARCEL 73, LLC,
a Florida limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: *Aubrey J. Ferrao*
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and*
not individually

FCC PRESERVE, LLC,
a Florida limited liability company

By: _____

Aubrey J. Ferrao
Name: Aubrey J. Ferrao

Title: Manager and President *and*

not individually

Title 6, Section 18-209 of the Delaware Limited Liability Company Act, as required by each party's respective governing law.

6. Pursuant to Section 608.4382(2), Florida Statutes, a copy of this Certificate of Merger, certified by the Department of State, may be filed in the official records of any county in the State of Florida in which DY Associates, LLC, FC Parcel 73, LLC or FCC Preserve, LLC holds any interest in real property.

IN WITNESS WHEREOF, this Certificate of Merger has been executed on behalf of each of the merging entities and the surviving entity as of the 2nd day of September, 2011.

[Signatures appear on the following pages]

SURVIVING ENTITY:

FCC PRESERVE, LLC,
a Florida limited liability company

By: _____

Name: Aubrey J. Ferrao
Title: Manager and President

*and not
individually*

MERGING ENTITIES:

DY ASSOCIATES, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: _____

Name: Aubrey J. Ferrao
Title: Chief Executive Officer

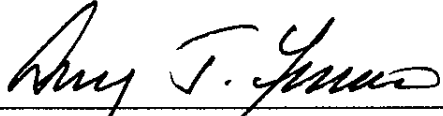
*and not
individually*

FC PARCEL 73, LLC,
a Florida limited liability company

By: FIDDLER'S CREEK, LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: 
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and not*
individually

**CERTIFICATE OF MERGER
OF
DY ASSOCIATES, LLC
AND
FC PARCEL 73, LLC
WITH AND INTO
FCC PRESERVE, LLC**

Pursuant to Title 6, Section 18-209 of the Delaware Limited Liability Company Act.

First: The name and jurisdiction of each entity to merge is as follows:

- (i) FCC Preserve, LLC, a Florida limited liability company;
- (ii) FC Parcel 73, LLC, a Florida limited liability company; and
- (iii) DY Associates, LLC, a Delaware limited liability company.

Second: The Agreement and Plan of Merger dated as of the date hereof by and among FCC Preserve, LLC, FC Parcel 73, LLC and DY Associates, LLC (the "Agreement and Plan of Merger") has been *approved and executed by each of the parties thereto.*

Third: The name of the surviving limited liability company is FCC Preserve, LLC.

Fourth: The merger shall be effective upon the date of the filing of this Certificate of Merger.

Fifth: The Agreement and Plan of Merger is on file at a place of business of the surviving foreign limited liability company and the address thereof is FCC Preserve, LLC, c/o Gulf Bay Group of Companies, 8156 Fiddler's Creek Parkway, Naples, Florida 34114.

Sixth: A copy of the Agreement and Plan of Merger will be furnished by the surviving foreign limited liability company on request and without cost to any member of the domestic limited liability company which is to merge.

Seventh: The surviving foreign limited liability company agrees that it may be served with process in the State of Delaware in any action, suit or proceeding for which the enforcement of any obligation of the domestic limited liability company which is to merge, irrevocably appointing the Secretary of State as its agent to accept service of process in any such action, suit or proceeding, and the address to which a copy of such process shall be mailed to by the Secretary of State is: FCC Preserve, LLC, c/o Gulf Bay Group of Companies, 8156 Fiddler's Creek Parkway, Naples, Florida 34114.

[Remainder of page intentionally blank]

IN WITNESS WHEREOF, said limited liability company has caused this certificate to be signed
by its authorized representative this 2nd day of September, 2011.

DY ASSOCIATES, LLC,
a Delaware limited liability company

By: FIDDLER'S CREEK LLC,
a Delaware limited liability company,
its Sole Member

By: GBFC II, L.P.,
a Delaware limited partnership,
its Manager

By: GBFC II, LLC,
a Delaware limited liability company,
its General Partner

By: 

Name: Aubrey J. Ferrao

Title: Chief Executive Officer

*and not
individually*