

L11000100738

(Requestor's Name)

(Address)

CF-27050

(Address)

(City/State/Zip/Phone #)

☐ PICK-UP

☐ WAIT

☐ MAIL

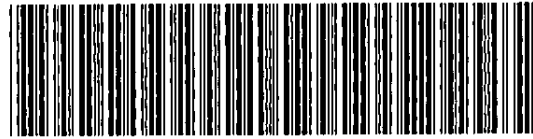
(Business Entity Name)

(Document Number)

Certified Copies _____ Certificates of Status _____

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DIVISION OF CORPORATIONS
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B. KOHR
CORPORATION
SEP 13 2011
EXAMINER

Sunstate Research

Requester's Name

Address

656-8454

City/State/Zip

Phone #

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SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 SEP - 2 AM 9:23

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

1. Gulf Bay Hotel Company, Ltd; FCC Hotel, LLC;
(Corporation Name) (Document #)

2. Gulf Bay Hotel Company LLC
(Corporation Name) (Document #)

3. into
(Corporation Name) (Document #)

4. FCC Hotel tower, LLC
(Corporation Name) (Document #)

☒ Walk in
☐ Mail out

☐ Pick up time
☐ Will wait

☐ Photocopy

☒ Certified Copy
☐ Certificate of Status

NEW FILINGS

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

OTHER FILINGS

- ☐ Annual Report
- ☐ Fictitious Name

AMENDMENTS

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

REGISTRATION/QUALIFICATION

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

Examiner's Initials

**CERTIFICATE OF MERGER
OF
GULF BAY HOTEL COMPANY, LTD.
FC HOTEL, LLC
GULF BAY HOTEL COMPANY, LLC
WITH AND INTO
FCC HOTEL TOWER, LLC**

A02 000001 600
M0200000 3116

Pursuant to Section 608.4382 and 620.2108, Florida Statutes, the undersigned hereby submit the following Certificate of Merger:

1. Gulf Bay Hotel Company, Ltd., a Florida limited partnership, FC Hotel, LLC, a Delaware limited liability company, and Gulf Bay Hotel Company, LLC, a Delaware liability company, shall be merged with and into FCC Hotel Tower, LLC, a 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 Gulf Bay Hotel Company, Ltd., FC Hotel, LLC and Gulf Bay Hotel Company, LLC, the merging entities, are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Gulf Bay Hotel Company, Ltd. 8156 Fiddler's Creek Parkway Naples, Florida 34114	Florida	Limited Partnership
FC Hotel, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Delaware	Limited Liability Company
Gulf Bay Hotel Company, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Delaware	Limited Liability Company

FILED STATE
SECRETARY OF CORPORATIONS
DIVISION OF CORPORATIONS
11 SEP -2 AM 9:23

M0200000 3120

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FCC Hotel Tower, 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 Gulf Bay Hotel Company, Ltd., FC Hotel, LLC, Gulf Bay Hotel Company, LLC and FCC Hotel Tower, LLC, is attached hereto.

6. The Agreement and Plan of Merger was approved by (i) all of the members of FCC Hotel Tower, LLC, in accordance with Chapter 608, Florida Statutes (ii) all of the members of FC Hotel, LLC and Gulf Bay Hotel Company, LLC in accordance with Title 6, Section 18-209 of the Delaware Limited Liability Company Act, and (iii) all of the partners of Gulf Bay Hotel Company, Ltd. in accordance with Chapter 620, Florida Statutes, 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 Gulf Bay Hotel Company, Ltd., FC Hotel, LLC, Gulf Bay Hospitality Company, LLC or FCC Hotel Tower, LLC holds any interest in real property.

[Signatures appear on the following pages]

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 HOTEL TOWER, LLC,
a Florida limited liability company

By: 

Name: Aubrey J. Ferrao

Title: Manager and President *and not*
individually

MERGING ENTITIES:

GULF BAY HOTEL COMPANY, LTD.,
a Florida limited partnership

By: GULF BAY HOTEL COMPANY, LLC,
a Delaware limited liability company,
its General Partner

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

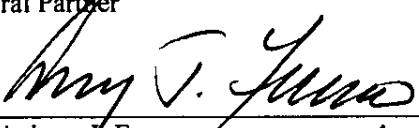
Title: Chief Executive Officer *and not*
individually

FC HOTEL, 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

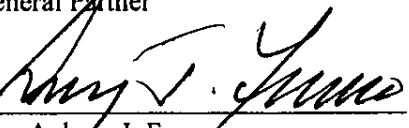
By: 
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *not not
indubitably*

GULF BAY HOTEL COMPANY, 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 *not not
indubitably*

AGREEMENT AND PLAN OF MERGER

THIS AGREEMENT AND PLAN OF MERGER ("Plan") is made as of the 2nd day of September, 2011, by and between Gulf Bay Hotel Company, Ltd., a Florida limited partnership ("Gulf Bay Ltd."), Gulf Bay Hotel Company, LLC, a Delaware limited liability company ("Gulf Bay LLC"), FC Hotel, LLC, a Delaware limited liability company ("FC Hotel"), and FCC Hotel Tower, LLC, a Florida limited liability company ("FCC Tower").

WITNESSETH

WHEREAS, all of the respective members and/or partners of each of Gulf Bay Ltd., Gulf Bay LLC, FC Hotel and FCC Tower deem it advisable and in their best interests to have Gulf Bay Ltd., Gulf Bay LLC, and FC Hotel merge with and into FCC Tower 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 and/or partners of each of Gulf Bay Ltd., Gulf Bay LLC, FC Hotel and FCC Tower 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, Gulf Bay Ltd., Gulf Bay LLC, and FC Hotel will merge with and into FCC Tower, with FCC Tower 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 Florida Department of State and the Secretary of State of Delaware, respectively. The Merger shall become effective upon the filing of the Certificate of Merger relating to the Merger with the Florida Department of State and the filing of the Certificate of Merger relating to the Merger filed with the Secretary of State of Delaware, as prescribed by law (such date hereinafter sometimes referred to as the "Effective Date of the Merger").

ARTICLE 3
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 and limited partnership existence of Gulf Bay Ltd., Gulf Bay LLC, FC Hotel and FCC Tower shall cease and Gulf Bay Ltd., Gulf Bay LLC, FC Hotel and FCC Tower shall become merged and be a single limited liability company, with FCC Tower as the Surviving Company.

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

(b) Operating Agreement. Upon the Merger becoming effective, the operating agreement of FCC Tower shall be in the form of that certain operating agreement of FCC Tower by and between FCC Tower and Fiddler's Creek, LLC, as the sole member, which has been presented to Gulf Bay Ltd., Gulf Bay LLC and FC Hotel.

(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 4
CONVERSION OF INTERESTS UPON THE EFFECTIVE DATE OF THE MERGER

(a) Gulf Bay Hotel Company, Ltd. Interests. At the effective time of the Merger, all partnership interests in Gulf Bay Hotel Company, Ltd. shall be converted into membership interests in the Surviving Company.

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

(c) Gulf Bay Hotel Company, LLC Interests. At the effective time of the Merger, all membership interests in Gulf Bay Hotel Company, LLC shall be converted into membership interests in the Surviving Company.

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

(e) Resulting Interests. As a result of (and immediately following) the Merger, Fiddler's Creek, LLC, a Delaware limited liability company, the sole member of each of FC Hotel and Gulf Bay LLC, a member of FCC Tower, and the limited partner of Gulf Bay, Ltd.

immediately prior to the Merger, shall become the holder of 100% of the membership interests in the Surviving Company.

ARTICLE 5
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. Gulf Bay Ltd., Gulf Bay LLC, and FC Hotel shall from time to time, as and when requested by FCC Tower, 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 and/or partners of Gulf Bay Ltd., Gulf Bay LLC, FC Hotel and FCC Tower hereby waive any and all notification requirement otherwise required pursuant to Section 608.4381(3) of the Florida Statutes.

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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.

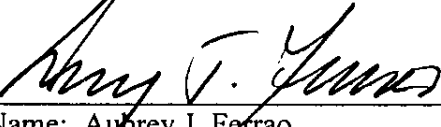
FC HOTEL, LLC,
a Delaware limited liability company

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*

GULF BAY HOTEL COMPANY, 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*

GULF BAY HOTEL COMPANY, LTD.,
a Florida limited partnership

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

FCC HOTEL TOWER, LLC,
a Florida limited liability company

By: 

Name: Aubrey J. Ferrao

Title: Manager and President *and*

not individually

**CERTIFICATE OF MERGER
OF
GULF BAY HOTEL COMPANY, LTD.
FC HOTEL, LLC
GULF BAY HOTEL COMPANY, LLC
WITH AND INTO
FCC HOTEL TOWER, LLC**

FILED
SECRETARY OF CORPORATION
DIVISION OF CORPORATIONS
11 SEP-2 AM 9:29

Pursuant to Section 608.4382 and 620.2108, Florida Statutes, the undersigned hereby submit the following Certificate of Merger:

1. Gulf Bay Hotel Company, Ltd., a Florida limited partnership, FC Hotel, LLC, a Delaware limited liability company, and Gulf Bay Hotel Company, LLC, a Delaware liability company, shall be merged with and into FCC Hotel Tower, LLC, a 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 Gulf Bay Hotel Company, Ltd., FC Hotel, LLC and Gulf Bay Hotel Company, LLC, the merging entities, are as follows:

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
Gulf Bay Hotel Company, Ltd. 8156 Fiddler's Creek Parkway Naples, Florida 34114	Florida	Limited Partnership
FC Hotel, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Delaware	Limited Liability Company
Gulf Bay Hotel Company, LLC 8156 Fiddler's Creek Parkway Naples, Florida 34114	Delaware	Limited Liability Company

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

<u>Name and Street Address</u>	<u>Jurisdiction</u>	<u>Entity Type</u>
FCC Hotel Tower, 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 Gulf Bay Hotel Company, Ltd., FC Hotel, LLC, Gulf Bay Hotel Company, LLC and FCC Hotel Tower, LLC, is attached hereto.

6. The Agreement and Plan of Merger was approved by (i) all of the members of FCC Hotel Tower, LLC, in accordance with Chapter 608, Florida Statutes (ii) all of the members of FC Hotel, LLC and Gulf Bay Hotel Company, LLC in accordance with Title 6, Section 18-209 of the Delaware Limited Liability Company Act, and (iii) all of the partners of Gulf Bay Hotel Company, Ltd. in accordance with Chapter 620, Florida Statutes, 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 Gulf Bay Hotel Company, Ltd., FC Hotel, LLC, Gulf Bay Hospitality Company, LLC or FCC Hotel Tower, LLC holds any interest in real property.

[Signatures appear on the following pages]

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 HOTEL TOWER, LLC,
a Florida limited liability company

By: 

Name: Aubrey J. Ferrao

Title: Manager and President

and not individually

MERGING ENTITIES:

GULF BAY HOTEL COMPANY, LTD.,
a Florida limited partnership

By: GULF BAY HOTEL COMPANY, LLC,
a Delaware limited liability company,
its General Partner

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 HOTEL, 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*

GULF BAY HOTEL COMPANY, 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*

**CERTIFICATE OF MERGER
OF
GULF BAY HOTEL COMPANY, LTD.,
FC HOTEL, LLC,
GULF BAY HOTEL COMPANY, LLC,
WITH AND INTO
FCC HOTEL TOWER, 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 Hotel Tower, LLC, a Florida limited liability company;
- (ii) Gulf Bay Hotel Company, Ltd. a Florida limited partnership;
- (iii) FC Hotel, LLC, a Delaware limited liability company; and
- (iv) Gulf Bay Hotel Company, LLC, a Delaware limited liability company.

Second: The Agreement and Plan of Merger dated as of the date hereof by and between FCC Hotel Tower, LLC, Gulf Bay Hotel Company, Ltd., FC Hotel, LLC, and Gulf Bay Hotel Company, 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 Hotel Tower, LLC.

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

Fifth: The Agreement and Plan of Merger is on file at the place of business of the surviving foreign limited liability company and the address thereof is FCC Hotel Tower, 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 any of the domestic limited liability companies which are 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 companies which are 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 Hotel Tower, LLC, c/o Gulf Bay Group of Companies, 8156 Fiddler's Creek Parkway, Naples, Florida 34114, Attention: Anthony DiNardo.

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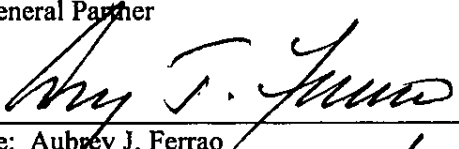
IN WITNESS WHEREOF, parties to the merger have caused this certificate to be signed by their authorized representatives this 2nd day of September 2011.

FC HOTEL, 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

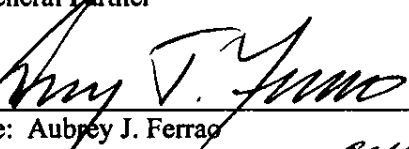
By: 
Name: Aubrey J. Ferrao
Title: Chief Executive Officer *and not individually*

GULF BAY HOTEL COMPANY, LLC,
a Delaware limited liability company

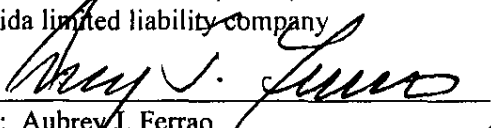
By: FIDDLER'S CREEK LLC,
a Delaware limited liability company,
its Sole Member

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*

FCC HOTEL TOWER, LLC,
a Florida limited liability company

By: 
Name: Aubrey J. Ferrao
Title: Manager and President

*not
individual*

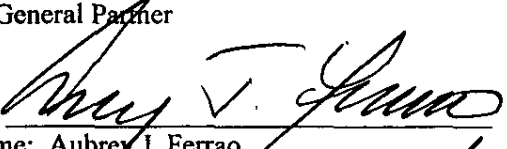
GULF BAY HOTEL COMPANY, LTD.,
a Florida limited partnership

By: Gulf Bay Hotel Company, LLC,
a Delaware limited liability company,
its General Partner

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

*not
individual*