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**COVER LETTER**

**TO:** Amendment Section  
Division of Corporations

**SUBJECT:** Cocoanut Cove Development Company, Inc.  
Name of Surviving Corporation

The enclosed Articles of Merger and fee are submitted for filing.

Please return all correspondence concerning this matter to following:

Jack B. Owen, Jr., Esquire

Contact Person

Jack B. Owen, Jr., P.A.

Firm/Company

4500 PGA Blvd., Suite 304B

Address

Palm Beach Gardens, Florida 33418

City/State and Zip Code

theonlygreenguy@gmail.com

E-mail address: (to be used for future annual report notification)

For further information concerning this matter, please call:

Jack B. Owen, Jr.

Name of Contact Person

At ( 561 )

622-4521

Area Code & Daytime Telephone Number

☒ Certified copy (optional) \$8.75 (Please send an additional copy of your document if a certified copy is requested)

**STREET ADDRESS:**

Amendment Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, Florida 32301

**MAILING ADDRESS:**

Amendment Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, Florida 32314

## ARTICLES OF MERGER

Pursuant to the provisions of Sections 608.438, *et seq.* of the Florida Statutes, the undersigned companies adopt the following Articles of Merger for the purpose of merging:

1. PARTIES TO MERGER: The names of the companies that are parties to the merger are:

SHORES POINTE, LLC a Florida limited liability company ("SHORES POINTE")

Principal Office:

2523 Burns Road

Palm Beach Gardens, Florida 33410

Florida Document/Registration Number: L03000017951

FEI Number: 55-0834774

And

COCOANUT COVE DEVELOPMENT COMPANY, INC., a Florida corporation

Principal Office:

2523 Burns Road

Palm Beach Gardens, Florida 33410

Florida Document/Registration Number: P04000101735

FEI Number: 20-1341657

**The surviving company is:**

COCOANUT COVE DEVELOPMENT COMPANY, INC., a Florida corporation ("COCOANUT COVE")

Principal Office:

2523 Burns Road

Palm Beach Gardens, Florida 33410

Florida Document/Registration Number: P04000101735

FEI Number: 20-1341657

2. PLAN OF MERGER APPROVAL: The attached Plan of Merger meets the requirements of Sections 608.438, *et seq.* of the Florida Statutes and was approved by SHORES POINTE and COCOANUT COVE in accordance with applicable provisions of the Florida Statutes.

3. SHAREHOLDER/MEMBER APPROVAL: COCOANUT COVE, as the surviving entity, has obtained the written consent of each shareholder of COCOANUT COVE and each member of SHORES POINTE that now will be shareholders of COCOANUT COVE after the effective date of

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the merger, pursuant to Section 608.4381 of the Florida Statutes.

4. MERGER PERMITTED UNDER STATE LAW AND APPLICABLE AGREEMENTS:

This merger is permitted under the laws of Florida and is not prohibited by the Articles of Organization of SHORES POINTE, the Articles of Incorporation of COCOANUT COVE, or by any agreement entered into by SHORES POINTE or by COCOANUT COVE.

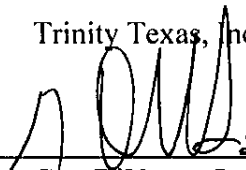
5. EFFECTIVE DATE OF MERGER: The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the parties have executed these Articles of Merger on the 18<sup>th</sup> day of August, 2009.

**SHORES POINTE, LLC,**  
**a Florida limited liability company**

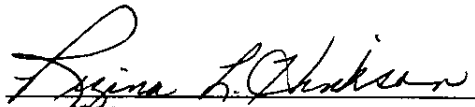

By: San Antonio Trinity Investment, Ltd., Managing Member

By: Trinity Texas, Inc., General Partner

By:   
Guy DiVosta, President

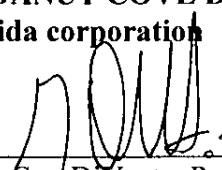
STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of August, 2009, by Guy DiVosta, as President of Trinity Texas, Inc., the General Partner of San Antonio Trinity Investment, Ltd., the Managing Member of SHORES POINTE, LLC, who is personally known to me or who produced \_\_\_\_\_ as identification.

  
Notary Public  


**COCOANUT COVE DEVELOPMENT COMPANY, INC.**  
**a Florida corporation**

By: \_\_\_\_\_

  
Guy DiVosta, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18<sup>th</sup> day of August, 2009, by Guy DiVosta, as President of COCOANUT COVE DEVELOPMENT COMPANY, INC., a Florida corporation, who is personally known to me or who produced \_\_\_\_\_ as identification.

  
Notary Public



## PLAN OF MERGER

Pursuant to the provisions of Section 608.438, *et seq.* of the Florida Statutes, the undersigned companies adopt the following Plan of Merger for the purpose of merging:

1. PARTIES TO MERGER: The names of the companies that are parties to the merger are:

SHORES POINTE, LLC, a Florida limited liability company ("SHORES POINTE")

Principal Office:

2523 Burns Road

Palm Beach Gardens, Florida 33410

Florida Document/Registration Number: L03000017951

FEI Number: 55-0834774

And

COCOANUT COVE DEVELOPMENT COMPANY, INC., a Florida corporation

Principal Office:

2523 Burns Road

Palm Beach Gardens, Florida 33410

Florida Document/Registration Number: P04000101735

FEI Number: 20-1341657

**The surviving company is:**

COCOANUT COVE DEVELOPMENT COMPANY, INC., a Florida corporation ("COCOANUT COVE")

Principal Office:

2523 Burns Road

Palm Beach Gardens, Florida 33410

Florida Document/Registration Number: P04000101735

FEI Number: 20-1341657

2. PLAN OF MERGER: On August ~~18~~<sup>19</sup> 2009, the following Plan of Merger was approved by all of the members and shareholders of the respective undersigned companies in the manner prescribed by the Florida Statutes:

Plan of Merger: SHORES POINTE shall merge with and into COCOANUT COVE, and COCOANUT COVE shall be the surviving company under the following listed provisions, covenants, terms and conditions:

A. Separate Existence of SHORES POINTE: On the effective date of the merger, the separate existence of SHORES POINTE shall cease, and COCOANUT COVE shall succeed to all of the rights, privileges, and immunities of SHORES POINTE, and shall obtain all of the property, real, personal, and mixed, of SHORES POINTE, without the necessity for any separate transfer COCOANUT COVE, from and after the effective date of this merger, shall be responsible and liable for all liabilities and obligations of SHORES POINTE, and neither the rights of creditors nor any liens on the property of SHORES POINTE, if any, shall be impaired by the merger.

B. Conversion of Shares: The manner and basis of converting the member units of SHORES POINTE into member units of COCOANUT COVE is as follows:

i. Each member unit of SHORES POINTE issued and outstanding on the effective date of the merger shall be converted into shareholder units of COCOANUT COVE, which shareholder units of COCOANUT COVE shall then be considered issued and outstanding. However, in no event shall fractional shares of COCOANUT COVE be issued.

ii. The issued and outstanding member units of SHORES POINTE immediately before such merger are held as follows:

<u>Owner</u>	<u>Number of Member Units Outstanding</u>
San Antonio Trinity Investment, Ltd. ("San Antonio")	3,000

The issued and outstanding shareholder units of COCOANUT COVE immediately before the merger are held as follows:

<u>Owner</u>	<u>Number of Shares Outstanding</u>
Guy DiVosta, Trustee	1,000

The shares of COCOANUT COVE outstanding immediately prior to the merger will continue to be outstanding after the effective date of the merger. The shares of COCOANUT COVE issued to members of SHORES POINTE shall be issued on the following ratio of exchange effective on the merger date:

<u>One</u>	member unit of SHORES POINTE surrendered for
<u>One</u>	shares of COCOANUT COVE to be issued.

Immediately after the exchange, the following shares of COCOANUT COVE shall be all the then issued and outstanding shareholder units of COCOANUT COVE.

<u>Owner</u>	<u>Number of Shares Outstanding</u>
San Antonio	3,000
Guy DiVosta	<u>1,000</u>
Total:	4,000

iii. The conversion shall be effected as follows: After the effective date of the merger, each holder of certificates for member shares in SHORES POINTE shall surrender them to COCOANUT COVE, or its duly appointed agent, in the manner that COCOANUT COVE shall legally require. On receipt of the member unit certificates, COCOANUT COVE shall issue and exchange shareholder certificates, representing the number of shareholder units to which the holder is entitled as provided above.

iv. Holders of certificates of member units of SHORES POINTE shall not be entitled to dividends payable on shares in COCOANUT COVE until certificates of shareholder units have been issued to those shareholders. Then, each such owner of shareholder units shall be entitled to receive any dividends on shares of COCOANUT COVE issuable to them under this plan, which may have been declared and paid between the effective date of the merger and the issuance to those members of the certificate for his or her member units in SHORES POINTE.

v. San Antonio shall immediately assign and transfer its shares of COCOANUT COVE to its individual owner so as not to violate any Subchapter S corporation requirements on stock ownership by entities.

C. CHANGES IN ARTICLES OF ORGANIZATION. The articles of incorporation of COCOANUT COVE shall continue to be its articles of incorporation following the effective date of the merger.

D. CHANGES IN SHAREHOLDER AGREEMENT. The Shareholder Agreement of COCOANUT COVE shall be modified to document the new owners of shareholder units of COCOANUT COVE after the effective date of the merger.

E. DIRECTORS AND OFFICERS. The directors and officers of COCOANUT COVE on the effective date of the merger shall be documented in the modified Shareholder Agreement.

F. Prohibited Transactions: Neither of the parties hereto shall, prior to the effective date of the merger, engage in any activity or transaction other than in the ordinary course of business, except that the parties may take all action necessary or appropriate under the laws of the State of Florida to consummate this merger.

3. OFFICERS OF SURVIVING COMPANY: The officers of COCOANUT COVE, the surviving entity, are as follows:

Guy DiVosta, President  
2523 Burns Road  
Palm Beach Gardens, FL 33410

4. EFFECTIVE DATE OF MERGER: The merger shall become effective as of the date these Articles of Merger are filed with the Florida Department of State.

IN WITNESS WHEREOF, the parties have executed this Plan of Merger on the 18th day of August, 2009.

**SHORES POINTE, LLC,**  
**a Florida limited liability company**


By: San Antonio Trinity Investment, Ltd., Managing Member

By: Trinity Texas, Inc., General Partner

By:   
Guy DiVosta, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

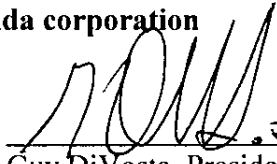
The foregoing instrument was acknowledged before me this 18th day of August, 2009, by Guy DiVosta, as President of Trinity Texas, Inc., the General Partner of San Antonio Trinity Investment, Ltd., the Managing Member of SHORES POINTE, LLC, who is personally known to me or who produced \_\_\_\_\_ as identification.

  
Notary Public



**COCOANUT COVE DEVELOPMENT COMPANY, INC.**  
**a Florida corporation**

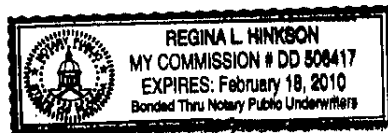
By:

  
Guy DiVosta, President

STATE OF FLORIDA  
COUNTY OF PALM BEACH

The foregoing instrument was acknowledged before me this 18th day of August, 2009, by Guy DiVosta, as President of COCOANUT COVE DEVELOPMENT COMPANY, INC., a Florida corporation, who is personally known to me or who produced \_\_\_\_\_ as identification.

  
Notary Public



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